

Entrepreneurship and Community Development Clinic (ECDC)
Spring Semester 2013
SYLLABUS

Day/Time: Tuesdays, 9:00 a.m.-10:25 (except as noted)

Professor Lew Goldfarb

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Office Number: 322B

Office Hours: Tues.-Thurs. 9:00-4:00 by Appointment

(Drop-ins are welcome anytime if I am available)

Location: **Room 204**

Lori Strait, Operations Manager

(513) 556-0117 (4th Floor Desk)

(513) 556-0280 (Clinic Office)

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Textbook: **The Entrepreneur's Guide to Business Law (4th Ed.) by Constance E. Bagley and Craig E. Dauchy.**

Welcome to the Entrepreneurship and Community Development Clinic (the "ECDC")! The ECDC is a transactional clinic that represents underserved small businesses and nonprofits on a broad array of business matters such as entity choice and formation; licensing and regulatory compliance; review and/or preparation of contracts and commercial real estate leases; and advice on IP issues. The ECDC does not provide litigation services.

The ECDC is designed to enable students (who will be referred to as "legal interns" in the clinic) to explore and begin to develop the fundamental legal skills, professional values, and substantive knowledge they will need to be effective attorneys, and to offer much needed free legal services to entrepreneurs and nonprofit organizations that are not able to afford legal services offered by attorneys in private practice. Students will experience what it's like to engage in an attorney-client relationship, to assume primary responsibility for meeting a client's legal needs, and, hopefully, in that process, come to realize their value as an attorney and to gain confidence in their abilities. In addition, students will learn about:

1. the myriad of legal issues that businesses confront and the substantive law underlying those issues;
2. the importance of clear and concise oral and written communications;
3. project planning and management;
4. how a small law office operates, including procedures for client intake, conflict checking, file maintenance, project tracking, timekeeping, and scheduling; and
5. the importance of pro bono service.

Interns also will have the opportunity to play a role in the economic development of the Cincinnati metropolitan area by providing legal services to underrepresented small businesses and to nonprofit organizations that serve underprivileged communities.

Prior to the first day of class, interns should review a copy of the "Legal Intern Manual", which can be picked up from the ECDC's Operations Manager, Lori Strait. This manual contains the ECDC's Operating Procedures, including procedures for client intake, file documentation and maintenance, timekeeping, intern expectations, course grading criteria, and other pertinent aspects of ECDC class work and clinical work. Assignments for the first few weeks of the Monday class are indicated on the next page. The class assignments will be updated and/or changed based upon the type of client work being performed by interns during the semester. Any readings or exercises not contained in the textbook will be posted on TWEN or sent via email. If you have any questions regarding this syllabus, the information contained in the Legal Intern Manual, or anything else regarding the ECDC, please be sure to ask them.

CLASS SCHEDULE AND REQUIRED ASSIGNMENTS SPRING SEMESTER 2013

January 22 (Class 1):

Class 1- Introduction to the Course. Introductions; Overview of the Syllabus and Legal Intern Manual; Roles of Professor Goldfarb and Lori Strait, Office Manager; Role of Professor John Cobey, Senior Clinic Advisor; Discussion of Legal Intern License and Expectations; Team and Client Assignments; Community Training Opportunities; Office Hours Sign-up;

ASSIGNMENTS:

- Review class syllabus (it may be adjusted based upon the types of matters being undertaken at the Clinic)
- Review Legal Intern Manual
- Read “A Lawyer’s Education”, Thomas Disare, Maryland Journal of Contemporary Legal Issues 359 (1996)

Friday, January 25 (Classes 2 & 3) (10:40 – 1:20) – Pizza will be provided for lunch) Join my Representing Entrepreneurs class for basic training to prepare for your initial client meeting, including analysis of various legal entities, guidance on conducting your initial client meeting, and discussion of legal ethics in a transactional context.

ASSIGNMENTS:

- Read The Entrepreneur’s Guide to Business Law, Chapters 3, 4 and 5
- Read “Anatomy of a Client Interview”, Abbott, Clay; Bubany, Charles, *Practical Lawyer*; Dec 1996
- Review and be prepared to do Initial Interview Exercise with Mock Client
- Review Ohio Rules of Professional Conduct and Legal Ethics Scenario – be prepared to discuss scenario in class, with reference to, and analysis of, appropriate rules of Ohio Rules of Professional Conduct.

January 29 (Class 4): Basic Contract Drafting (Guest Speaker: Prof. Sean Mangan). Discussion of contract drafting, including understanding the different parts/provisions of a contract and avoiding ambiguities.

ASSIGNMENTS:

- Read The Entrepreneur’s Guide to Business Law, Chapter 9 and Chapter 10: pages 319-335
- As may be assigned in advance by Prof. Mangan

February 5 (Class 5): Trademarks and Copyrights; Website T’s and C’s (Guest Speaker: J. Michael Hurst, Keating Muething & Klekamp). Discuss basics of trademark and copyright laws, including benefits and costs of registration and how to do a trademark search; overview of issues re: website T’s & C’s and privacy policy.

ASSIGNMENTS:

- Read The Entrepreneur’s Guide to Business Law, Chapter 14 and Chapter 10: pages 343-363

February 12 (Class 6): Entity Formation

ASSIGNMENTS:

- Familiarize yourself with Ohio Secretary of State website (Business Services Section) “1st Stop Business Connection” www.development.ohio.gov/onestop
- Be prepared to explain to the class how to form various entities in Ohio, as assigned by Prof. Goldfarb

February 19 (Class 7&8) (8:30-10:25): Catch-up/Case Rounds/Action Plan/Employment Assistance Review any topics from past classes needing clarification; sharing of information on client matters by legal interns; reviewing possible methods/format of action plans; and discuss approach to finding employment after graduation.

ASSIGNMENTS:

- Review sample action plan and begin preparing one if you have met with clients.
- Be prepared to discuss: (1) your clients with class, including matter description, status, issues, and other information that may be of interest; and (2) any ideas for assisting you and other students with your job search.

February 26 (Classes 9&10) (8:30-10:25) Drafting an LLC Operating Agreement (Guest Speaker: John Cobey - Cohen, Todd, Kite & Stanford). Discuss how to draft an LLC Operating Agreement.

ASSIGNMENTS:

- Read sample Operating Agreement posted on TWEN and ORC Chapter 1705
- As assigned in advance by Prof. Cobey

March 5 (Class 11): Mock presentation/panel discussion on “Choosing the Proper Legal Form for Your Business”. Preparation for teaching class at College of Business

March 12 – No Class

March 19 – No Class (Spring Break)

March 26 (Class 12): Meet local entrepreneurs. Local entrepreneurs share experiences with class, including what traits/conduct they value in their lawyer.

April 2 (Class 13): Case Rounds. Sharing of information on client matters by legal interns.

April 9 (Class 14): Opening Your Own Law Practice. Discuss tips for opening your own law practice (Guest Speaker)

April 16 (Class 15): TBD

April 23- No Class

April 30 – Evaluations and End of Semester Breakfast/Luncheon

