

Entrepreneurship and Community Development Clinic (ECDC)
Spring Semester 2011
SYLLABUS

Day/Time: Mondays, **10:40 a.m. – 12:05 p.m.**

Location: **Room 100A**

Professor Lew Goldfarb
(513) 556-1092

lewis.goldfarb@uc.edu

Office Number: 322B

Office Hours: Tues.-Thurs. 9:00-4:00 by Appointment
(Drop-ins are welcome anytime if I am available)

Lori Strait, Operations Manager
(513) 556-0117 (4th Floor Desk)
(513) 556-0280 (Clinic Office)
lori.strait@uc.edu

Textbook: **The Entrepreneur's Guide to Business Law 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 5 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 2011

January 18 (Class 1): Introduction to the Course. Introductions; History of Transactional Clinics; Overview of the Syllabus and Legal Intern Manual; Roles of Professor Goldfarb and Lori Strait, Operations Manager; Discussion of Legal Intern License and Expectations; Team and Client Assignments; Community Training Opportunities; Office Hours Sign-up; and Tour of the Clinic

ASSIGNMENTS:

- Review class syllabus (initial syllabus contains the first 5 weeks of classes; the remainder of class topics will be determined based upon the types of matters being undertaken at the Clinic)
- Review Legal Intern Manual
- Read Parts I, II, III, & V of “Promoting Social Justice through Interdisciplinary Work in Transactional Law”, Susan Jones 14 Wash. U. Journal of Law and Policy 249 (2004)
- Read “A Lawyer’s Education”, Thomas Disare, Maryland Journal of Contemporary Legal Issues 359 (1996)

January 20 (Class 2): Client Interviewing. Discussion concerning how to prepare for and conduct the initial client interview and engagement letters. Role play of initial client interview

ASSIGNMENTS:

- Review sample Engagement Letter
- 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
- Read The Entrepreneur’s Guide to Business Law, Chapter 3

January 24 (Classes 3&4): Choice and Formation of Entity. Discussion of Sole Proprietorships, Partnerships, S Corporations, C Corporations, and Limited Liability Companies

ASSIGNMENTS:

- Review Secretary of State website (Business Services Section) and “Starting Your Business in Ohio” booklet at Ohio Department of Development’s “1st Stop Business Connection” www.development.ohio.gov/onestop
- Read The Entrepreneur’s Guide to Business Law, Chapters 4 and 5
- Be prepared to explain to the class how to form Corp/S Corp, LLC, and/or NonProfit Corp in Ohio, as assigned by Prof. Goldfarb

January 25 (Class 5): Ethical Concerns of Legal Interns at ECDC/ Community Outreach Opportunities. Discussion of ethical concerns that are most relevant to the work of the ECDC and transactional lawyers in general; discussion of legal training classes ECDC has been asked to develop and present.

ASSIGNMENTS:

- Review and analyze Legal Ethics Scenario – be prepared to discuss in class, with reference to, and analysis of, appropriate rules of Ohio Rules of Professional Conduct.

January 31st (Class 6): Catch-up/Case Rounds/Action Plan/Decision Analysis. 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 decision analysis.

ASSIGNMENTS:

- Review sample action plan and begin preparing one if you have met with clients.
- Be prepared to discuss your clients with class, including matter description, status, issues, and other information that may be of interest.

February 7 (Class 7): Trademarks and Copyrights (Guest Speaker). Discuss basics of trademark and copyright laws, including benefits and costs of registration and how to do a trademark search.

ASSIGNMENTS:

- Read The Entrepreneur's Guide to Business Law, Chapter 14

February 14th (Class 8): Legal Training Presentations. Legal Interns to provide preliminary presentation/status update.

ASSIGNMENTS:

- Develop preliminary draft of presentation for class discussion.