

UNIVERSITY OF LA VERNE COLLEGE OF LAW

TRANSACTIONAL TRACK: Workshop

Syllabus

SPRING 2019

DAY & EVENING SESSION

Professor Paul Naccachian, J.D., LL.M

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Class Meeting Time: Wednesday 9:00-11:00 a.m.

Office Hours:

Professor Naccachian: Wednesdays 3:00 p.m. _ 6:00 p.m.

Mondays 11 a.m. _ 1:00 p.m.

- I. **Required Text:** The Law of Business Organizations, 13th Edition, Robert W. Hamilton, Jonathan R. Macey, and Douglas K. Moll.

California Corporations Code, 2018 Edition, Thompson/West.

Tina Stark, Drafting Contracts, How and Why Lawyers Do What They Do (2nd ed., 2014)

Articles 1 and 2 of the UCC—with Comments.

Please refer to your Sales and Negotiation Professors for textbook requirements. There is no additional textbook requirement other than Tina Stark's contract drafting book stated above.

- II. **Recommended:** Business Basics for Law Students, Fourth Edition, Hamilton and Booth, Aspen Publishers; Restatement 2d Agency (1958); Restatement 3rd Agency (2006); Examination & Explanation series.

- III. **1. Course Description** The transactional track workshop curriculum provides an integrated, experiential framework for students to pursue and attain core doctrinal and practice competencies within the context of Business Organizations, Sales, and Negotiations. While each doctrinal course offering is grounded on differentiated, course-specific learning objectives, track curriculum integration is achieved through faculty and student coordination of, and participation in, a semester-long

case/problem requiring students to draw on the substantive and practice-oriented experiences offered in each of the core courses.

2. Course Content: This course will introduce students to the role of the lawyer in contemporary transactional practice. Today's corporate practice emphasizes creative and practical solutions to the issues and problems that arise in today's complex and competitive financing and business environment. Corporate lawyers must be responsive, efficient and sensitive to the needs of the client.

The course is designed to merge all the doctrinal concepts learned in Business Organizations, Sales and Negotiation classes. In doing so, students will have the opportunity to critically examine by utilizing actual legal documents tailored to a hypothetical business transaction. The intent is to introduce students to issues relating but not limited to entity formation, sales/financing considerations and potential commercial contractual conflicts that is ultimately resolved through negotiations. Key to the analysis will be the understanding of how and why transactions are structured the way they are in context of working through various documents allow the parties to identify and mitigate the risks on each side. While some opportunity for role playing and mock negotiation will be included, the primary focus will be on problem identification and problem solving in the transactional context and on the interplay of often-competing commercial and legal considerations in structuring and executing business arrangements.

Additional broader considerations may include issues a corporate lawyer might work on include, among other things, capital formation and securities issuances, mergers, acquisitions and divestitures, joint ventures, business restructurings, shareholders agreement, licensing and intellectual property rights and commercial contracts, as well as related regulatory matters.

3. ABA Standard 310

This course is designed to satisfy the requirements of ABA Standard 310. Standard 310 requires that for each hour of in-class time, students spend two hours preparing for class (reading or completing class assignments or assessments).

IV. Workshop Objectives/Learning Outcomes

This workshop requires the student to:

1. Examine the role of the transactional lawyer.
2. Explore the attorney/client relationship within a transactional context.
3. Implement a course of action to achieve a client's business objective.
4. Develop skills relevant to a transactional practice, including oral and written communication strategies, as well as transactional drafting and negotiation skills.

5. Examine professional rules of ethics and conduct relevant to a transactional practice.

V. **Learning Outcomes:** at the conclusion of this course, students will be able to:

1. Understand how to determine the strengths and weaknesses of operating under various business entities, including partnerships, limited partnerships, limited liability companies, statutory close corporations, and C corporations.
2. Be able to assess the needs of a hypothetical client and select a business entity most suitable for that client.
3. Be able to communicate that recommendation to a client in a clear, understandable manner in the form of a client letter.
4. Be able to draft a basic fee agreement.
5. Competently draft formation papers for a business entity suitable for filing in the State of California.
6. Identify areas where a client needs protecting and competently draft operational documents that provide that protection.
7. Understand the ethical considerations in representing a client in the formation and operation of a business entity involving multiple principals.

IV. **1. Classroom Expectations: Preparation and Participation:** There will be a lot of material to cover, often involving factual situations in unfamiliar business settings, using unfamiliar business terminology. This, coupled with the compressed nature of the coverage, two units in one semester requires that each student read and consider all assigned materials, including materials posted on TWEN, and, if necessary, available supplemental materials to enhance the mastery of the materials BEFORE coming to class. This includes familiarizing oneself with terminology, concepts, doctrines and theories. **The better prepared the students; the better the classroom experience will be for everyone, including the professors. (Happy professors make for happy students.)**

Your professor is a firm believer in preparation, attendance, and participation. The classroom experience is designed to enhance your mastery of the materials. The classroom experience is marginalized when students show up unprepared or unwilling to engage in thoughtful dialogue. It is currently contemplated that time will be set-aside at each class to do individual or group exercises to enhance mastery of the material. These exercises will only work if you are fully prepared for every class.

V. **HABITS, ATTITUDES & MINDEDNESS**

Create a calendar for the semester including class times, due dates, work and other obligations including time to maintain health and essential sleep. Practicing a

“success-minded” attitude will help you succeed in this class. When success-minded students encounter challenges, they take personal responsibility, work towards solutions, and persist through setbacks. Develop a success-minded attitude!

- VI. TWEN:** Sign up for TWEN immediately and check it often. Additional materials, including relevant cases, will be posted for your consideration. You will be held responsible for all material posted on TWEN.
- VII. Attendance:** Attendance is mandatory. There are no “excused” absences. The College of Law policy regarding attendance will be strictly adhered to. Should a student be unprepared when called upon in class, the student will be given either a full or half absence for that class. YOU MAY BE INDIVIDUALLY OR COLLECTIVELY ASKED TO HAND IN A BRIEF. If it does not reflect a good faith effort on your own behalf, or if you do not have a brief, you will be marked absent. If you cannot prepare for class due to an unforeseen exigency, please notify the professor BEFORE the start of class and you will not be called on nor marked absent. No more than one “pass” is available per semester. It is important that you arrive on time. Being late to class is no more acceptable than being late for court and will result in an absence, either a full or a half depending on how egregious. We have a lot of material to cover in a relatively short period of time and it is critically important that you are in your seat, ready to go, by start of class.

Note: the semester will be only 14 weeks long. Therefore, students can only miss a maximum of 2.0 class sessions before being administratively withdrawn from the course.

- VIII. Laptop Policy:** A laptop can be a valuable tool in the learning process. However, the use of laptops for note taking in the classroom can actually impede the learning process. In order to get the most out of the classroom experience, students must be fully engaged. Mindlessly recording of everything that is said in the classroom does not facilitate that engagement. You may, however, use laptops or tablets, to take notes or access material relevant to the classroom discussion. If that privilege is abused, laptops and tablets will be prohibited. Other types of electronic devices, such as cell phones, portable texting/messaging devices, are not to be used in the classroom. Anyone caught using such a device will be asked to leave the classroom and receive an absence for the class.

IX. Examination: There is no exam for this workshop. However, your grade is evaluated based on your individual performance and group projects assigned to you throughout the 14 weeks.

Assessments: Students will be given multiple formative assessments in the form of assignments, both in class and take home. Each assignment is to be turned in by the designated time and competently done with appropriate diligence.

Grading: Assignments, graded or ungraded, are to be turned in on time, done in good faith, and according to instructions. **No assignment will be accepted after the due date and time.** As future attorneys, you have a professional obligation to both your client and the court to meet deadlines. If you are unable to attend a class the day an assignment is due, it is your responsibility to get it to us via email, no later than the day and time due. If you are absent during a class in which a graded or ungraded assignment is given, you will not receive credit.

X. Office Hours: Prof. Naccachian can be reached by email, text or phone and will be on campus to meet with students between the hours indicated above or by appointment. While students are encouraged to meet with either professor in most instances questions can be answered via email that is the preferred choice of communication. That is not to say you should not visit me during my office hours.

XI. Students with disabilities: Students with disabilities should refer to the policies described at the University of La Verne Disabled Student Services Handbook [as of September 13, 2017 located at <https://sites.laverne.edu/disabled-student-services/disabled-student-services-handbook/>], which can be found on the website of the University of La Verne Disabled Student Services website (<https://sites.laverne.edu/disabled-student-services/disabled-student-services-handbook/>) or at their office. Temporary accommodations are offered on a case-by-case basis. All required documentation must be submitted by the student before any formal accommodations and should be made directly to the Director of Student Affairs. Any student eligible for and requesting academic accommodations due to a documented disability (or a suspected disability) is asked to contact the College of Law Director of Student Affairs and Americans with Disability Act Compliance Officer, Akita Mungaray by email at amungaray@laverne.edu or by phone at (909) 460-2017. Her office is located on the first floor of the College of Law, Office # 107. You can also contact Cynthia Denne at the University of La Verne Disabled Student Services office at (909) 448-4441. The office is located at the La Verne campus Health Center. In order to be considered for accommodations, disabilities must be documented and the proper medical evaluations must be submitted. The office is here to help you succeed in law school. Visit it online at <https://sites.laverne.edu/disabled-student-services/>

XII. Academic Integrity Policy: All work, including classroom brief, must be the individual work of each student unless specifically instructed to work in groups. Students will strictly adhere to the MAPP provision, Section V, A. 6. on plagiarism, to wit:

“Plagiarism or other fraudulent representation (or material omission) relative to the originality of any part of any academic requirement in any course, including any written assignment or any examination;

Plagiarism is defined as representing, expressly or impliedly, the work of another to be one’s own. Plagiarism includes, but is not limited to:

- a. Using the words of another without proper attribution;
- b. Paraphrasing the word of another without proper attribution; or
- c. Using the ideas of another without proper attribution.

Lack of knowledge of what constitutes plagiarism shall not be a defense to a charge of plagiarism.”

XIII. Reading Schedule: See Appendix A

XIV. Topics covered:

Performance Expectations and Evaluation:

Class Participation (10%):

Students are expected to attend, engage and participate in each class session. Parasitic Voyeurs will not be tolerated. Timeliness and diligence are powerful skills/traits of a successful law student and professional.

Transactional Track Business Organization (45%)

Client Fee Agreement	5 points
Client Letter Recommending a Business Entity	20 points
Meeting with the Senior Partner	5 points
Formation of Entity	20 points
Key Provisions of Internal Operational Documents	30 points
Shareholders Agreement	20 points

Total Points 100 points

Transactional Track Sales Contract Drafting Assignment (45%):

Exercises 30 points

Contract Assignment 70 points

Total Points 100 points

XV. Appendix of Mission, Values and Learning Outcomes

a. University of La Verne Mission and Values

It is the mission of the University of La Verne to provide opportunities for students to achieve their educational goals and become contributing citizens to the global community.

The University of La Verne shares four core values that promote a positive and rewarding life for its students through fostering a genuine appreciation and respect for:

1. Values Orientation. The University affirms a philosophy of life that actively supports peace with justice, the health of the planet and its people. Therefore, in light of this affirmation, it encourages students to become reflective about personal, professional, and societal values. It also encourages values-based ethical behavior.

2. Community and Diversity. The University promotes the goal of community within a context of diversity. Therefore, it encourages students to understand and appreciate the diversity of cultures that exists locally, nationally, and internationally. It also seeks to promote appreciation and preservation of biodiversity by helping students understand the impact/dependence of human beings on their environment.

3. Lifelong Learning. The University commits itself to promoting education that facilitates lifelong learning. Therefore, it teaches students how to learn, to think critically, to do constructive research, and to access and integrate information in order to prepare them for continued personal and career growth.

4. Community Service. The University believes that personal service is a primary goal of the educated person. Therefore, it encourages students to experience the responsibilities and rewards of serving the human and ecological community.

University of La Verne College of Law Vision, Mission, and Values

b. VISION

La Verne Law is an incubator for innovation in legal education, thought, and advocacy for individuals passionate about serving their communities and promoting access and justice.

c. MISSION

The mission of La Verne Law is to guide our students in the discovery of law and self as they prepare for the practice of law or other professional careers. Our faculty of scholars and teachers is committed to creating an innovative, collaborative learning environment designed to develop the knowledge and skills relevant to achieving individual and professional success.

Our mission encompasses educating, as well as enhancing the professional lives of, the members of the local, regional, national, and international communities we encounter – students, faculty, staff, administrators, alumni, members of the bench and bar, and others who pursue social justice.

Our mission is grounded in the core values of the University of La Verne – life-long learning, ethical reasoning and decision-making, diversity & inclusivity, and community & civic engagement. Difference making is our legacy.

d. CORE VALUES

University Values: As a College within the University of La Verne we adopt and endorse the University core values of Lifelong Learning, Diversity and Inclusivity, Community Engagement, and Ethical Reasoning.

College of Law Core Principles and Values: As an institution dedicated to teaching and training the next generation of lawyers and leaders, we operate institutionally and individually on the principles of professionalism, innovation, ethics, student centeredness and community enhancement. In our actions and interactions, we are and seek to be affirming, respectful, humble, accountable, committed, inclusive, empathetic, responsive, passionate, and positive.

University of La Verne College of Law Program Objectives

- A. Upon completion of the program of legal education, students will possess the skills and knowledge to enable them to pass any bar examination of their choosing.
- B. Upon completion of the program of legal education, students will possess those skills to participate as respected members of the legal profession.
- C. Upon completion of the program of legal education, students will model ethical, responsible, and professional behavior.
- D. Upon completion of the program of legal education, students will embrace cultural differences and civic and community engagement.

American Bar Association Standard 302

LEARNING OUTCOMES

A law school shall establish learning outcomes that shall, at a minimum, include competency in the following:

- (a) Knowledge and understanding of substantive and procedural law;
- (b) Legal analysis and reasoning, legal research, problem-solving, and written and oral communication in the legal context;
- (c) Exercise of proper professional and ethical responsibilities to clients and the legal system; and
- (d) Other professional skills needed for competent and ethical participation as a member of the legal profession.

In compliance with ABA Standard 302, the University of La Verne College of Law has established the following.

University of La Verne College of Law Program Learning Outcomes

1. Students shall demonstrate knowledge and understanding of substantive and procedural law.
2. Students shall demonstrate competence in legal analysis and reasoning.
3. Students shall demonstrate competence in conducting legal research.
4. Students shall demonstrate competence in problem solving.
5. Students shall demonstrate competence in written and oral communication.
6. Students shall be able and motivated to exercise proper professional and ethical responsibilities to clients, the legal system, and the wider community.
7. Students shall demonstrate competent litigation skills.
8. Students shall demonstrate competent transactional skills.
9. Students shall apply cultural competency while exercising their legal skills.
10. Students shall demonstrate competence in answering bar-style multiple-choice, essay, and performance test questions.