

ENTREPRENEURSHIP LEGAL CLINIC

The Entrepreneurship Legal Clinic (ELC) is the transactional practice group within the Gittis Center's "teaching law firm," which is housed on the ground floor of Silverman Hall. The ELC challenges upper-level students to integrate, apply and practice the analytical skills and legal knowledge cultivated throughout the curriculum, as well as the research, writing, communications, professional and executive skills introduced in Legal Practice Skills, Center on Professionalism programming, and simulation courses. ELC students counsel for-profit and nonprofit entrepreneurs on a wide range of issues that arise from starting, operating and growing their businesses. The ELC aims to provide the legal analysis that enables our client entrepreneurs to transform their passions and ideas into viable businesses and institutions that enhance their communities, while providing students with a unique opportunity to develop and enrich their professional capabilities. Live-client experience introduces students to the relationship between substantive law and "lawyering," requires students to recognize the importance of financial, personal, practical and other non-legal factors in advising business clients, and challenges students to identify and develop confidence in the unique personal character, lawyering style and values that each student will bring to the profession when they enter the bar.

WHAT ARE THE COURSE COMPONENTS?

1. **SEMINAR.** Each week, all ELC students meet for two 80-minute seminars. Seminar topics survey themes relevant to transactional lawyering and may include drafting, client communications, and professional responsibility, among others. Case studies, simulation exercises and guest speakers are featured in a number of seminars. In addition, the seminar devotes time to discussing student-client issues in a "case rounds" format.
2. **CLIENT WORK.** Each ELC student is assigned 2-3 client matters throughout the semester. Assignments accommodate, where possible, particular areas of student interest or expertise expressed through pre-class surveys. Client work is the largest time component of ELC participation and requires students to interview and counsel clients, develop strategies, tactics and timelines for achieving client objectives, manage client communications, research legal issues, draft professional correspondence and legal documents, and more. The Gittis Center provides students with work space that includes computer workstations with electronic research capacity and video-equipped space for client meetings, as well as professional support staff.
3. **SUPERVISORY MEETINGS.** Each ELC student has a regular hour-long weekly meeting with the ELC faculty to discuss progress on client work. The meetings offer students opportunities to discuss roadblocks encountered in their work, brainstorm pathways forward, evaluate options for advising clients, address practical considerations and concerns, explore ethical implications of their lawyering choices, identify client management issues, and discuss the student's evolving understanding of the role of a transactional lawyer.
4. **COMMUNITY WORKSHOPS.** Each semester, ELC students work with a team of colleagues to prepare and present an educational session on a legal topic affecting entrepreneurs. Workshops typically occur mid-semester at the Law School or in the community. Workshop preparation and attendance provides students with an important foundation in some of the substantive law they will use to counsel their clients; consequently, attendance is mandatory.
5. **REFLECTION.** Uniformly, Penn Law's clinics challenge students to confront problems with dynamic legal, practical, ethical and personal dimensions and to forge solutions in real time. Ultimately, clinics provide students with an entirely unique vantage point from which to consider the challenges, rewards, power and responsibility attendant to their chosen profession. Periodic reflection assignments encourage students to reflect critically on their experiences inhabiting the role of lawyer, and assist students in cultivating lasting strategies for professional development and personal satisfaction.

HOW IS THE COURSE GRADED?

The ELC offers 7 credits. The course is graded without a curve. Students are expected to work approximately 20 hours per week through the semester inside and outside of class. Grades take into account attendance, class participation, adherence to clinic operating procedures, oral and written expression, assignments, collaboration, work product, project management, client management and counseling, professionalism, and demonstrated diligence, preparation, effort and resourcefulness. Recognizing that students are still preparing to become lawyers, the ELC assesses and rewards professional growth and critical reflection as well as technical competence.

WHAT IS THE ROLE OF AN ELC STUDENT COUNSELOR IN CLIENT REPRESENTATIONS?

While all client work is performed under careful faculty supervision, ELC students assume primary responsibility for all matters affecting their clients. As an ELC student you will:

- **MANAGE CLIENT RELATIONSHIPS** by taking responsibility for all forms of client communication including arranging meetings and conference calls with your clients, developing a sophisticated understanding of your clients and their businesses through interviews and other communications, and managing client expectations
- **APPLY LEGAL ANALYSIS TO REAL CLIENT PROBLEMS** by identifying legal issues and risks raised by your clients' business plans, considering an array of approaches for resolving and mitigating them, and then using your best judgment to select and execute a course of action
- **DEVELOP TRANSACTIONAL LAWYERING SKILLS** by developing a realistic plan for achieving a definitive conclusion to your clients' problems, then working with your client, your ELC colleagues and your faculty supervisor to execute your plan by performing factual due diligence, researching relevant law, summarizing succinctly your conclusions and recommendations in memoranda and conversations, drafting contracts and other legal instruments, and counseling your clients
- **USE YOUR EDUCATION TO MAKE AN ECONOMIC IMPACT ON SOCIETY**

WHO SHOULD APPLY?

Our most effective ELC students are characterized by their openness to learning, and high levels of commitment and intellectual engagement, rather than any particular subject matter expertise or practical background. Registration is open to all second and third year students, but 3L students are given enrollment priority. While there are no prerequisites for enrollment apart from completion of the first year curriculum, Professional Responsibility, Corporations, Introduction to Intellectual Property, Negotiation and Dispute Resolution, Contract Drafting and other Legal Practice Skills offerings, the Wharton Certificate in Management, and other Center on Professionalism offerings may provide useful preparation for certain client engagements. Students are encouraged to consult Areas of Focus relevant to their course of study and career objectives in the Curricular Compass tool to develop ideas about complementary substantive courses.

HOW DO I ENROLL?

Students enroll in clinical course offerings through the regular enrollment lottery during Advance Registration. It is recommended that 2L students preference the clinical courses high during Advance Registration since 3L students are given enrollment priority. LLMs are also eligible for ELC registration, and will receive special registration instructions by email regarding the writing sample, resume and interview with ELC Faculty required prior to being deemed eligible for enrollment through the registration lottery. Students are encouraged to consult the Curricular Compass tool for answers to many registration FAQ's.

For more information about the ELC and all of the Gittis Center Clinics, consult the Curricular Compass tool, attend a Clinic Open House (offered each semester before Advance Registration begins), or contact Rachel Mayover (the Gittis Center Administrative Director) at rmayover@law.upenn.edu, who will assist in answering your questions or connecting you to Clinic faculty or upper-level students who can provide further information or guidance.