

Business Law Transactions Clinic



GENERAL INFORMATION

SERVICES

The Business Law Transactions Clinic provides its clients with a broad range of transactional legal services. Our most common activities are drafting, reviewing, and negotiating contracts and other legal documents relating to corporate, commercial, financing, and related-party transactions; relationships with employees, consultants, and other service providers; and organizational matters. The clinic also prepares and updates bylaws, conflict-of-interest and other board policies, committee charters, and similar documents. In addition, we advise clients regarding employment practices, data security, securities laws, charitable solicitation laws, and other legal compliance matters.

During the academic year, students provide all clinic services in direct communication with clients and under the close supervision of the clinic's faculty, all of whom are licensed attorneys. The students' active role in client representation is central to their educational and professional development in the clinic.

CLIENTS

The clinic provides services to nonprofit organizations in all stages of development. In addition, we represent early-stage, for-profit social enterprises that protect or further the public's interests. These include businesses with missions involving positive social change, such as combating poverty and hunger, promoting public health and safety, and improving the environment. Businesses that foster the economic development of low-income or economically distressed communities may also qualify for our services. The clinic determines prospective clients' eligibility on a case-by-case basis.

TIME COMMITMENT

The clinic's students should expect to spend an average of 10 or more hours per week on client work. This includes weekly office hours with supervising attorneys, conference calls and meetings with clients, meetings with fellow students, and preparation of client deliverables.

In addition, the clinic's seminar takes place for two hours once each week. Students complete assigned reading before each seminar, and certain seminars call for students to collaborate in teams in advance. Each student also submits four written assignments that contribute to the seminar grade.

SKILLS AND KNOWLEDGE

The clinic equips its students with lawyering skills that are essential to success in transactional legal practices. These include client interviewing and counseling, due diligence, legal and business research, contract drafting, negotiation, collaboration, and oral and written communication. In addition to developing these practical skills, students learn in the seminar component about different areas of law that apply both to their work in the clinic and to their future careers. These areas include nonprofit organizations, commercial contracts, credit, employment, and intellectual property.

REPRESENTATIVE MATTERS

- For various nonprofit organizations with operations in multiple countries, drafted related-party agreements among their affiliates in those countries.
- For a for-profit social enterprise that produces candles and donates a portion of the proceeds to charity, drafted forms of agreements to be used with retailers and customers.
- For a nonprofit network of after-school programs for K-12 students, provided advice regarding data security measures for students' personally identifiable information and academic records.
- For several for-profit startups with social missions, drafted financing documents for seed-round fundraising, including convertible promissory notes.
- For a nonprofit theater company, drafted forms of agreements to be used with actors and set designers.
- For a nonprofit incubator, drafted forms of agreements to be used with program participants and employees.
- For a for-profit startup bakery in an underdeveloped neighborhood, advised on initial investment from a nonprofit organization that supports local entrepreneurs, and drafted applicable documents.
- For a nonprofit civil rights organization, drafted an agreement that governs the sharing of employees and costs with a related organization.
- For a for-profit company developing a mobile app to fight hunger and eliminate wasted food, advised regarding

REPRESENTATIVE MATTERS (CONTINUED)

- compliance with charitable solicitation laws, drafted collaboration agreements with restaurants and charities, and revised website terms of use.
- For a nonprofit animal hospital, drafted forms of agreements regarding non-competition and non-solicitation covenants and a memorandum of understanding with a partner veterinary provider.
- For a for-profit education consulting company and for a nonprofit media organization, advised on proposed acquisitions of for-profit companies, including drafting an acquisition term sheet and nondisclosure agreements and conducting due diligence.
- For several nonprofit and for-profit companies, prepared forms of professional services agreements, statements of work, and agreements with consultants.
- For an organization providing services to women seeking career advancement, drafted an agreement with a municipal agency to provide training sessions.
- For a community health organization, advised on technology transfer contracts.
- For various nonprofit organizations, amended bylaws, drafted committee charters, and prepared conflict-of-interest, whistleblower, and investment policies.

FACULTY

PROFESSORS

Stephanie Abramson is a graduate of NYU Law, where she was an editor of the Law Review. At NYU Law, she is the Director of Law and Business Experiential Courses, an Adjunct Professor, and a Trustee. She has worked on financing transactions, corporate law, and transactional representation as both outside counsel and as general counsel to several global companies. Stephanie practiced corporate law at Cleary Gottlieb Steen & Hamilton and Morgan, Lewis & Bockius before holding executive positions at Young & Rubicam, Heidrick & Struggles International, and DoubleClick (acquired by Google).

Sean Delany is the Executive Director of Lawyers Alliance for New York, the leading provider of pro bono business and transactional legal services to nonprofits and community development organizations in New York City. Previously, he was the Assistant Attorney General in Charge of the Charities Bureau in the office of the New York Attorney General. Sean is on the Board of Advisors of the American Law Institute Restatement of the Law of Charitable Nonprofit Organizations and a member of the Government Relations Council of the Nonprofit Coordinating Committee of New York.

SUPERVISING ATTORNEYS

Marc Perlmutter recently became Of Counsel at Paul, Weiss, Rifkind, Wharton & Garrison after having spent nearly 40 years as an associate and partner in that firm's Corporate Department. He opened the firm's Tokyo office in 1987, spent six years in Japan, and has continued to work with Asian clients since returning to New York. Marc has performed general corporate advisory work and has handled a broad range of transactional matters. He is a member of the Guttman Community College Foundation Board and received his JD cum laude from Harvard Law School and his BA magna cum laude from Brown University.

Marilyn Sobel is a graduate of NYU Law, where she was a member of the Law Review and Order of the Coif. She received her bachelor's degree magna cum laude from Boston University. She has worked in the Corporate Department of Paul, Weiss, Rifkind, Wharton & Garrison as an associate, partner, and of counsel for decades, focusing on mergers and acquisitions and private equity investments. Marilyn regularly participates in panels and trainings about the private equity industry and serves on several nonprofit boards of directors.

CLINIC FELLOWS AND SUPERVISING ATTORNEYS

Daniella Polar worked as an associate at Shearman & Sterling and as in-house counsel at The Bank of Tokyo-Mitsubishi before joining the clinic. Her practice centered around advising financial institutions and multinational corporations in a variety of financing transactions, with an emphasis on cross-border work. Daniella received a BS in Economics and a BA in International Studies from the University of Pennsylvania, and a JD from the University of Michigan Law School.

Naveen Thomas is a Senior Fellow in the clinic and instructs the separate simulation course Contract Drafting as an Adjunct Professor. Before joining NYU Law, Naveen taught similar courses at the University of Chicago Law School and worked as an associate at Shearman & Sterling. He has also founded a New York-based law practice which provides transactional legal services to entrepreneurs and small businesses. Naveen holds a BA from NYU, a JD from Columbia University, and a Master of Global Business Law from Sciences Po Paris.

CONTACT INFORMATION

For more information about the clinic, please send an email to **Daniella Polar** at daniella.polar@nyu.edu or **Naveen Thomas** at naveen.thomas@nyu.edu.

Further details about our team are available at www.law.nyu.edu/leadershipprogram/clinic.