There are two main purposes to this course. We're here to develop your ability to

1. handle complex negotiations where both legal and business issues arise; and
2. work well with your lawyer or client.

To give you the chance to practice, we'll do a number of simulated negotiations in and out of class; we’ll also use lectures, games (and perhaps also videos and guest lectures. The simulations may include:

- a partnership agreement
- a litigation settlement negotiation
- a highly complex new venture equity deal for a new venture
- a negotiation in which you’ll reverse roles
- a bankruptcy workout

Real-life complex negotiations demand a lot of time and effort if you want to handle them well. Simulations too. Since I know you have busy lives, I’ll balance realism with reasonableness.

To learn practical, valuable things, you’ll need to be ready to do a fair amount of reading (~25 pages/week) and commit about 1-2 hours on certain weeks for out-of-class meetings with your teammates and your counsel or client(s), and to be in good communication with them.

Welcome to the course!
**Specific Course Objectives**

By the end of this course, I want you to be able to demonstrate that you can wisely

1. Communicate effectively with your lawyer or client
2. Coordinate, strategize, and set wise roles with him/her
3. Know how to work with issues that touch both legal and business concerns
4. Apply your basic negotiation training to complex situations with agents and principals
5. Make wise decisions about when to sue and settle
6. Work effectively with term sheets
7. Work effectively with draft contracts
8. Understand the basics of any deal using a set of theoretical and practical tools, and
9. Know when you have reached a wise outcome using specific measures of success

**Day -To-Day Course Logistics**

When and How to Reach Me:

*Phone:* You are welcome to call me any time from 10:00 a.m. to 6:00 p.m. any day but Sunday. My phone number is (212) 799-8720. Please do not call to tell me you will miss a class.

*E-mail:* My address is sf14@nyu.edu.

*Handouts:* You'll find handouts for the day's class in a stack near the door as you walk in. Please take one of each handout.

*NYU Classes Website:* Please check NYU Classes at your earliest convenience to make sure you have access to our website and that your name and correct email address are listed there. Unless I otherwise announce, I will post all our course handouts within 72 hours after a class under "Course Documents."
Grading and Credits

**Law Students**
Class participation 15%
One or two take-home quizzes (total) 35%
Two required comment memos 40%
One required contract 10%
Credits for course 1.25

**Business Students**
Class participation generally 20%
Class participation- work on contract with lawyer 5%
One or two take-home quizzes (total) 35%
Two comment memos 40%
Credits for course 1.5

*Each law student may elect to increase by 5% the value of the required contract drafting assignment and reduce by 5% the value of the comment memos. To do so, simply note the request in your transmittal email to me when you convey the draft contact: “Prof. Freeman: please give me 5% more credit on the draft contract and 5% less credit on the required comment memos” and highlight it in yellow.

**A Word About Grading Policy Generally**
There is no curve. If every student does excellent work, I believe every student should receive an excellent grade. At the same time, I believe that the requirements for excellence in the course should be similar to those in the business world, so excellence in the course takes considerably more thought and effort than average work does.

When it comes time to give letter grades, here's the grading system I'll use: A= 91.00 or better; A-= 90.00 or better; B+= 87.00 or better; B=83.00 or better; B-=80.00.

**Class Participation.** A key part of class participation is being here. I expect you to be fully prepared each class to discuss assigned readings and simulations, to be active in our in-class exercises, and thoughtful in your contributions. You should expect me to call on you periodically. I will also look for signs you were listening to your classmates when you write about simulations we discuss in class.

*Asking Questions.* One very good way to participate in class is to ask questions. I particularly encourage you to ask 'dumb' questions.

*Attendance Sheet.* Please sign the attendance sheet each class.

*Laptops, Internet, and WiFi.* Out of respect for everyone, I do not permit students to use the Internet during class. If you have a special need, please speak with me about it privately.

*Bountiful Table Contract Draft.* MBAs: your lawyer will participate in assessing your participation in this project.

**Self-Assessment.** I will rely in part on your own assessment, using a simple form which I will ask you to complete and submit in our last class.
**What If You Do Miss Class(es)? Excused Absences.** Each class meeting is worth 5% of your grade for the course. The only exceptions are for

- religious or civic obligation
- serious family emergency or
- serious illness

Just give me a brief note explaining the matter as soon as you reasonably can if this is the case.

**Other Absences.** Please do not ask to be excused for other reasons, such as

- an interview
- a work eruption
- a computer malfunction
- an unexpected business trip, or
- a conflicting event

They’re certainly important, but I do expect you to make this course a priority. There's no need to notify me or apologize to me if you miss a class.

**If You Expect to a Class.** Please talk to me about it as soon as possible after class. While I'd love you to stay, we may conclude you shouldn't take the course this semester. Since we only have a few classes in the course, the administration has asked me to be strict about this policy.

**The Two Required Simulation Memos.** I'll tell you how to prepare each one. Each will be a team memo which you will write with one or more classmates.

**The Required Contract (Lawyers Only)**
I’ll tell you how to prepare the contract. You’ll submit it late in the semester, after working closely with your client(s). There will be little or no commentary to add.

**A Word About Writing.** Use simple words and sentences whenever you can. Please be succinct.

**The At-home Quiz(zes).** Each of the two quizzes will present you with a negotiation case and ask you to answer questions about them using course concepts. I've designed each quiz to take one hour or less. You must do the first quiz; you may elect to do the second quiz.

**Deadlines.** If you miss a deadline for a written assignment, I will deduct three points for that assignment for the first day it's late, and one point for each additional day except Sunday. The only exception is for religious or civic obligation, serious family emergency, or serious illness. Just give me a note as soon as you reasonably can if this is the case. Please do not ask for an exception for other reasons.
Biography

My name is Seth Freeman, J.D. I practiced corporate and securities law in large New York firms for six years following my graduation from the University of Pennsylvania Law School. Since the 90s, I have been an adjunct professor of Negotiation & Conflict Management at Stern.

I am also an adjunct professor at Columbia University, and have served as a visiting professor at Bordeaux’s Kedge School in France, the World Economic Forum, and Zhongshan University's Executive MBA program.

My courses include Collaboration, Conflict & Negotiation, Advanced Negotiation, and Entrepreneurial Transactions.

My op-ed columns and interviews have appeared in the New York Times, Bloomberg TV, Washington Post, New York Magazine, the Christian Science Monitor, the Huffington Post, Ringler Radio podcast (“How to be a Good Legal Negotiator”) and USA Today. I am the instructor for the Great Courses™ video course, The Art of Negotiating the Best Deal. I also serve as a trainer, speaker, and consultant on negotiations for organizations such as PepsiCo, and other Fortune 500 corporations, AmLaw 50 law firms, and the United Nations (through the International Peace Institute). I've also been an active student of mediation and other forms of alternatives dispute resolution, and have served as a mediator for the Queens Mediation Center.

I’m married to my wife Cary, who is an actress. We live on the Upper West Side with our daughters Hannah and Rachael.

My work in private practice included transactions involving initial public offerings, corporate restructurings, and aircraft financing. I graduated from Cornell University with a degree in economics.

Class Sessions, Assignments & and Reading List

Required materials:
- Copyrighted Materials I'll Distribute to You In Class*
- It may also be necessary to pay $1.99 for a YouTube video if you do not subscribe to NetFlix.

Recommended readings:
- Beyond Winning: Negotiating To Create Value In Deals and Disputes, Mnookin et. al.

*How To Purchase Materials for Negotiating Complex Transactions with Executives & Lawyers

Required Copyrighted Materials
Please be sure to pay the copyright fee by midnight of our first session. The fee covers copyrighted materials I distribute in class which we use for simulations. To pay the fee, please-

- Go to www.bookstores.nyu.edu and click on "Book Inquiry and Ordering"
- Then check the box for "Search by course and type the MGMT-GB.2161.10 and click 'Begin search.'
- Order one copy of the item entitled "MGMT-GB.2161.30 FREEMAN CLASS HANDOUT FEE/F19" .
- You and I will receive an email confirmation that the fee has been paid.
- Scroll down and click "add to bag"
- Follow instructions. You can pay by credit card.
- Although shipping and tax appear on the web site checkout screen, you won’t be charged for either.
- If you do not find it listed on the site, check back a few days later.

You should complete the reading assignments before the class indicated unless otherwise noted. Sometimes I will also distribute other materials.
<table>
<thead>
<tr>
<th>#</th>
<th>Date</th>
<th>Topic</th>
<th>What We'll Do</th>
<th>Reading</th>
<th>Things To Do</th>
</tr>
</thead>
<tbody>
<tr>
<td>*</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td><strong>Receive via email the Vernon Green simulation role specific information</strong></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td><strong>Complete the brief online survey there by October 30 (or such other date as noted in the email.)</strong></td>
</tr>
</tbody>
</table>
| 1. | October 31| **Introduction to the Course; Introduction to the Lawyer- Business Client Relationship** | Brief introduction to the course; **Vernon/Green simulation** | **Required Reading:** Vernon/Green simulation role specific information and draft partnership agreement I will have sent to each student via email before class. If you have not previously read the “I FORESAW IT” article, please do so as background. I will have also sent to each student via email before the class. **Recommended Reading:** Beyond Winning, pp. 1-3; Chapter 5 | **Find in the Outline for Class 1:**  
* Essay: "How To Get an Excellent Grade on a Memo"  
* First Memo assignment  
**Handout Fee Due by Tonight:** You can pay on-line following the instructions at the top of the reading list in this syllabus. Please don't bring money to class.  
**Do In Class:** To help us prepare for the upcoming simulations, please print your name, email address, and phone number(s) on the special roster I'll circulate in class.  
**Pick Up:**  
* Sue or Settle Game  
* “Can We Work Together? The Trust Problem and the Elements of Agreement” |
<table>
<thead>
<tr>
<th>#</th>
<th>Date</th>
<th>Topic</th>
<th>What We’ll Do</th>
<th>Reading</th>
<th>Things To Do</th>
</tr>
</thead>
</table>
| 2.| November 7 | Law-Client Dealings, Planning, and Roles; Theories of Deals and Trust | Vernon Green II, Sue or Settle Game; Complex transactions and the roles of lawyers and business people; Trust theory; Using Trust Mechanisms for planning the Elements and Structure of a Transaction | Required Readings:  
*“Can We Work Together? The Trust Problem and the Elements of Agreement”  
*Sue or Settle Game you picked up in class 1. Copies are also on NYU Classes.  
Recommended Readings:  
Beyond Winning, Chapter 9, 10 | Due By Class 2:  
First memo on Vernon/Green simulation, following the memo assignment in outline for class 1, submitted by NYU Classes.  
Due In Class 2:  
• Student Survey (last page of this syllabus)  
Do In Class:  
Find the teammates I assign you for the Bountiful Table simulation and trade contact information with them.  
Pick up:  
• The First Quiz, which is due in Class 3.  
• Bountiful Table Simulation Materials and Team Assignments |
| 3.| November 14| Negotiating The Term Sheet and the Detailed Contract I | Bountiful Table Simulation, Working with a Lawyer/Client on a Term Sheet, Measures of Success | Required Readings:  
Read the Bountiful Table Simulation Materials and then prepare with your teammate(s) as you would for an important negotiation. | Pick Up In Class:  
• The Bountiful Table Contract Drafting and Contract Negotiation Materials  
• Second Assignment memo on the Bountiful Table Drafting and Contract Negotiation Simulation (in the class outline)  
• Columbia Venture Partners-MedTech materials  
Due by Class 3 via NYU Classes: The First Quiz  
Do in Class:  
Join the new team I assign you for the Bountiful Table Contract Drafting and Contract Negotiation Simulation, and trade contact information with your teammates. That follow-up negotiation that will last about 45 minutes.  
Pick up:  
Bankruptcy Multi-party Negotiation Simulation materials |
<table>
<thead>
<tr>
<th>#</th>
<th>Date</th>
<th>Topic</th>
<th>What We’ll Do</th>
<th>Reading</th>
</tr>
</thead>
</table>
| 4. | November 21| Details and their Implications                      | MedTech VC Demonstration; A Closer Look at a Single Clause (time permitting). Putting It All Together; Conclusions and Challenges | Required Readings:  
* Columbia Venture Partners-MedTech materials I distributed in Class 3. A copy is also on NYU Classes.  
* Materials on the Bountiful Table Contract Drafting and Contract Negotiation Simulation you picked up in class 3, and the tasks I describe there. (I note the gist of these tasks in the box for class 3 above under “Do By Class 4.” Details appear in the simulation materials.)  
Recommended Readings: Beyond Winning, Chapter 12, Conclusion |
|    | * 48 hours after class 4 |                                                      |                                                                              | If your Bountiful Table team is doing the first draft of Bountiful Table Contract, send a copy to the other side with a cc to Prof. Freeman and our TA. See Bountiful Table Contract materials for details. |
| 5. | November 21| No class-Thanksgiving                               |                                                                              | If your Bountiful Table team is doing the second draft, send a copy to the other side with a cc to Prof. Freeman and our TA by 10 a.m. today. See Bountiful Table Contract materials for details.  
Find Attached to Outline for Class 5:  
Meat Department exercise we’ll discuss in Class 6.  
Law Students Pick Up:  
Developing a Negotiating Lawyer’s Issues List for Contract Talks. |
<table>
<thead>
<tr>
<th>Date</th>
<th>Event</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dec 5</td>
<td>Complex Organizational Talks; Reframing the legal/business problem and finding creative solutions.</td>
</tr>
<tr>
<td></td>
<td>Bankruptcy Multi-party Negotiation Simulation.</td>
</tr>
<tr>
<td></td>
<td>Meat Department exercise.</td>
</tr>
<tr>
<td></td>
<td>Required Readings, Viewing, and Assignment</td>
</tr>
<tr>
<td></td>
<td>Reading: Bankruptcy Multi-party Negotiation Simulation materials you picked up in Class 5.</td>
</tr>
<tr>
<td></td>
<td>Viewing</td>
</tr>
<tr>
<td></td>
<td>As you watch the two videos listed below, keep these questions in mind and be ready to discuss your answers: 1. How does redefinition of the apparent problem give the client a new opportunity? 2. What does it take to redefine the client’s problem? 3. How can a lawyer do that for a client? How can a business advisor do that for a colleague? That is, what sort of questions should the advisor be thinking about to discover a way to redefine the challenge? 4. Are there ethical issues to redefining the challenge? Must you be unethical to redefine?</td>
</tr>
<tr>
<td></td>
<td>*YouTube: The Founder 2016 1080p - The business Scene <a href="https://www.youtube.com/watch?v=u35d0EO0SBU">https://www.youtube.com/watch?v=u35d0EO0SBU</a> (0:00-4:16). Backstory: McDonalds Corporation co-founder Ray Kroc (Michael Keaton) is struggling financially when he has a chance meeting with a business advisor, Harry Sonneborn.</td>
</tr>
<tr>
<td></td>
<td>*Better Call Saul Season 3 Episode 9 14:49-17:18 ($1.99 on YouTube, free on Netflix). <a href="https://www.youtube.com/watch?v=JElZpRN6xGc&amp;list=ELDmuMsMH5kHg891qlU1vzMQ">https://www.youtube.com/watch?v=JElZpRN6xGc&amp;list=ELDmuMsMH5kHg891qlU1vzMQ</a> Backstory: Kim, a brilliant young lawyer, meets with an oil producer who suddenly faces oil taxes from two neighboring states his land straddles. Time is running out before the second state’s taxmen cripple him with new taxes. You may need to watch this one twice because it’s a bit dense.</td>
</tr>
<tr>
<td></td>
<td>Required Discussion Assignment- the Meat Department Exercise you received in class 5. Read it after watching the videos and prepare to discuss your ideas in class. Nothing to submit- it’s part of class participation.</td>
</tr>
<tr>
<td></td>
<td>Recommended Readings: Beyond Winning, Chapter 7</td>
</tr>
<tr>
<td>Dec 9 6 p.m.*</td>
<td>Due in Class: Class participation self-assessment form you received in Class 5. Due by Class 6 via NYU Classes. The required second comment memo on the Bountiful Table Contract Drafting and Negotiation Simulation, following the format I describe in the Assignment memo I distributed in Class 3. (Decide as a team which date to submit by. Either is fine.) Pick up: Optional Second Quiz, which, if you elect to do it, is due on NYU Classes December 9 at 6 p.m.*</td>
</tr>
<tr>
<td>Workshop Law Students Pickup: Simulation materials</td>
<td></td>
</tr>
<tr>
<td>Optional Second Quiz due via email to Prof. Freeman at <a href="mailto:sf14@nyu.edu">sf14@nyu.edu</a></td>
<td></td>
</tr>
</tbody>
</table>
## Summary of Deadlines of Deliverables
*(this list does not include reading assignments and out-of-class simulation work)*

<table>
<thead>
<tr>
<th>Date</th>
<th>Assignment</th>
</tr>
</thead>
<tbody>
<tr>
<td>October 30</td>
<td>Google Forms 1-Minute Pre-Course Anonymous Survey</td>
</tr>
<tr>
<td>18 hours after each session</td>
<td>Google Forms 1-Minute Anonymous Survey</td>
</tr>
<tr>
<td>Class 2 via NYU Classes November 7</td>
<td>First memo on Vernon/Green simulation</td>
</tr>
<tr>
<td>Class 3 via NYU Classes November 14</td>
<td>First quiz</td>
</tr>
<tr>
<td>48 hours after Class 4 November 21</td>
<td>First Draft of Bountiful Table Contract (½ of law students)</td>
</tr>
<tr>
<td>10 a.m. the day of Class 5 November 28</td>
<td>Second Draft of Bountiful Table Contract (other ½ of law students)</td>
</tr>
<tr>
<td>Class 6 December 5</td>
<td>Second memo on Bountiful Table Contract Drafting and Negotiation Simulation</td>
</tr>
<tr>
<td>Class 6 December 5</td>
<td>Class Participation Self-Assessment via Google Forms</td>
</tr>
<tr>
<td>Due via NYU Classes December 9 at 6 p.m.</td>
<td>Optional second quiz</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Class</th>
<th>1</th>
<th>2</th>
<th>3</th>
<th>4</th>
<th>5</th>
<th>6</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>⭐</td>
<td>⭐</td>
<td>⭐</td>
<td>⭐</td>
<td>⭐</td>
<td>⭐</td>
</tr>
</tbody>
</table>

- ⭐ = non-gradable assignment
- ⭐⭐ = required, gradable assignment
- ⭐⭐⭐ = optional item

Not on diagram= Google Forms 1-Minute Anonymous Survey 18 hours after each session