

IS A TRANSACTIONAL CLINIC THE ANSWER TO TRAINING TRANSACTIONAL ATTORNEYS?*

Tyra Blew, Carmen Huertas-Noble & Melissa Risser

I. FOSTERING A COLLABORATIVE AND STUDENT CENTERED PEDAGOGY IN CED TRANSACTIONAL CLINICS WHERE TEACHING AND LEARNING IS RECURSIVE AMONG TEACHERS, STUDENTS AND CLIENTS

Carmen Huertas-Noble & Melissa Risser

Welcome and thank you for being here. We're certainly excited and grateful to Emory Law to be able to present. We want to open by sharing that this year marks the 10th anniversary of the Community & Economic Development Clinic ("the CED Clinic"),¹ which Carmen directs, at the City University of New York (CUNY) School of Law. As we started to reflect on the ten years of the CED Clinic and about the theme of this conference, we realized that the timing of the Conference could not be better. We wholeheartedly believe that to teach is not only to learn twice but also to constantly deepen our own understanding and expand on our work and learning. Thus, improving the quality of our teaching, the quality of the student outcomes, and the quality of the representation of the client.

Carmen Huertas-Noble founded the CED Clinic approximately ten years ago, and it has a very broad and inclusive definition of CED

* This piece contains the presentations of Tyra Blew, Carmen Huertas-Noble, and Melissa Risser in the session title: *Is a Transactional Clinic the Answer to Training Transactional Attorneys?* Part I contains the edited remarks of Carmen Huertas-Noble and Melissa Risser. Part II contains the panel discussion following their presentation. Part III contains Tyra Blew's presentation titled: *Teaching Zealous Advocacy in a Transactional Clinic* and the accompanying discussion.

¹ For more information on CUNY School of Law's CED Clinic, see Beryl Blaustone & Carmen Huertas-Noble, *New Directions in ADR and Clinical Legal Education: Lawyering at the Intersection of Mediation and Community Economic Development: Interweaving Inclusive Legal Problem Solving Skills in the Training of Effective Lawyers*, 34 WASH U. J. L. & POL'Y 171-76 (2010). See also BEYOND ELITE LAW: ACCESS TO CIVIL JUSTICE IN AMERICA 680-93 (Samuel Estreicher & Joy Radice eds., 2016).

work.² Melissa Risser has taught and supervised in the CED Clinic over the last five years. Our model has students assume the role of attorney, and we supervise their work. We have three main practice areas. One is Economic Democracy, where we do mostly transactional work for non-profit organizations as well as for union coops,³ and worker-owned cooperatives, which are businesses that are owned and democratically controlled by the worker-owners. We also do transactional work with unions supporting worker cooperative development and government officials formulating worker cooperative policy. This includes work with alumni, to draft and pass legislation.⁴ Another practice area is in Anti-Displacement work, where we bring affirmative housing cases. We are also now venturing into community land trusts, which is very exciting. Finally, we have our Worker Justice practice area, where we represent organizing groups and their members on wage theft and unemployment cases. That is the scope of the CED Clinic's work.

The CED clinic is designed as a one-semester clinic and is offered for twelve credits. Students are in the role of attorney full-time for the semester.⁵ To the extent that they want to continue, and many do, we also have advanced clinic, which is two-to-four credits. At CUNY, one of the wonderful things is each student has the opportunity to take a clinic and, in fact, must take a clinic. Students fill out an application. They rank the top three clinics that they want to enroll in. The Clinic does its best to give students their first choice. We also meet with each student individually in the beginning of the year to get a sense of what they really hope to get out of the clinic experience. We try our best to accommodate them in terms of providing work that they are really interested in doing after graduation.

Ideally, the clinic faculty-to-student ratio is one-to-eight or one-to-ten. We really like to give our students their first choice and often will go above the ratio to meet student demand. This Fall semester, we will have

² See Blaustone & Huertas-Noble, *supra* note 1, at 171–76 (explaining and detailing the expansive role of the CED lawyer); see also Brian Glick & Matthew J. Rossman, *Neighborhood Legal Services as House Counsel to Community-Based Efforts to Achieve Economic Justice: The East Brooklyn Experience*, 23 N.Y.U. REV. L. & SOC. CHANGE 105, 112 (1997) (explaining that CED lawyers have an expansive professional role that is not novel but conventional in corporate practice in the private sector).

³ For articles on Union Coops, see Carmen Huertas-Noble, *Worker-Owned and Unionized Worker-Owned Cooperatives: Two Tools to Address Income Inequality*, 22 CLINICAL L. REV. 325, 330 (2016), and Ariana R. Levinson, *Union Co-Ops and the Revival of Labor Law*, 19 CARDOZO J. CONFLICT RESOL. 453, 455–56 (2018).

⁴ See S.6794, 2017–2018, Reg. Sess. (N.Y. 2017), sponsored by Senator Jamaal Bailey.

⁵ See generally Donald A. Schon, *Educating the Reflective Legal Practitioner*, 2 CLINICAL L. REV. 231, 250 (noting the importance of learning by doing).

twenty-five in the day program and eight in the evening program. The evening CED Clinic is being offered for the first time. Once again, we will learn as we go and follow the recursive clinical approach of planning, doing, and reflecting.

Currently, we are thrilled that Melissa Risser and Chris Adams, both alumni of the CED Clinic, are on board this Fall as transactional faculty/supervisors and that we have our colleague John Whitlow, who was at University of New Mexico, back at CUNY Law to teach and supervise the Anti-Displacement housing work. Stephen Loffredo supervises our Worker Rights docket. In addition, with the CED Clinic Fellowship Program, now in its fifth year, we have even more capacity, especially to carry representation through the summer and other student breaks. Our work is not the type of work that lends itself—actually, even outside of CED, we would have the same opinion—to handing it off to other legal service providers between semesters and then taking it back. It is just sub-optimal for building rapport with clients, ensuring smooth continuity for clients, and maintaining long-term community relationships. It makes a meaningful difference to have a bigger team and fellows who can help cover the work between semesters and during the summer. As we all know, clients do not follow our academic schedule.

In terms of the theme of the conference, we want to focus on how the union coop docket came to fruition, as it originated as a student-initiated and student-driven project. There were two students on law review. (Missy was one of the students back then.) They put together a law review panel called “Fire Your Boss: Worker Cooperatives, Community Development and Social Change.” They invited Michael Peck, who is the Mondragon USA Delegate. We are not sure if you are familiar with Mondragon, but it has the largest global network of worker cooperatives.⁶ They held the law review panel, which went really well. Right after the event, the students came up to Carmen and proposed creating a union coop docket. At the time, being on tenure track and not having expertise in labor, Carmen was a little concerned. Then she said to herself, “Well, if I always say to my students, you have to learn how to embrace uncertainty and figure it out, then I can’t be a hypocrite.” She did stress to the Mondragon delegate, “You have to be willing to allow us to learn as we go.” (Of course, we then consulted labor experts.) That is how the Union Coop Docket initially developed.

After that year, we crafted a fellowship program. Initially, it was a low- bono pilot union coop representation project. It was to create a

⁶ See generally, William Foote Whyte & Kathleen King Whyte, *Making Mondragon: The Growth and Dynamics of the Worker-Owned Cooperative Complex* (1991).

laundromat cooperative that would likely become unionized. That was our first foray into union coop expansion work. Then we were able to expand our work with a group called the Worker Cooperative Business Development Initiative (WCBDI) in New York City. The Federation of Protestant Welfare Agencies (FPWA) and the New York City Network of Worker Cooperatives (NYC NoWC), which was also founded by an alumnus, convened a group of community-based organizations, policy organizations, and law schools that had already been organizing and incubating worker cooperatives (now known as the WCBDI).

Out of that convening, more CED Clinic alums became involved, along with other community groups and partners. The process that led to funding and thus expanding the cooperative ecosystem in NYC consisted of us (WCBDI) first drafting a policy paper, “Can Coops Lift Communities Out of Poverty?”⁷ After that, we invited elected officials to a press conference/panel highlighting the release of the policy paper. There were two elected officials who became very interested—former City Council Member Maria Carmen del Arroyo and current Council Member, Helen Rosenthal. They held a hearing at city council. The students testified along with community groups and others who supported funding the worker cooperative initiative. Out of that, we were able to secure funding—approximately \$11 million over five years—to build out the cooperative ecosystem, both to support the worker cooperatives themselves and to provide technical assistance to help get worker cooperatives off the ground and help sustain them.

Today, NYC’s investment is the largest municipal investment in worker cooperatives in the United States. With that said, \$11 million of the New York budget is not a lot of money but enough for us to seed and grow our work. We are very grateful for that. From that opportunity, we were also able to create more student-driven fellowships. We have a fellow who works primarily on cooperative financing and is now exploring how we might use Bitcoin in a social justice context. We also have a fellow who’s focusing on IP and trademark. The funding has allowed our clinic to grow and our practice to grow, which allows us to help our clients more fully. Our latest fellow is actually an Equal Justice Works fellow who will be focusing on working with the LGBTQI+ community, especially around wealth-building and knowledge sharing in newly established co-ops, not-for-profits, and other democratic economic entities.”⁸

⁷ Policy Paper on file with authors.

⁸ The authors thank Equal Justice Works and The Paul Rapoport Foundation.

That one seed (initial successful funding proposal) really did blossom and made the work of the clinic more expansive. With the union coop and ecosystem work in mind, we then co-founded a non-profit organization called 1 Worker 1 Vote,⁹ whose mission is to build a national network of unionized worker-owned cooperatives to overcome opportunity, mobility, income, and equality divides, and to use the Mondragon principles as a leading successful example (because they don't like to refer to themselves as a model). We are now in the process of helping 1 Worker 1 Vote expand nationally. We did the same thing with the Restaurant Opportunities Center of New York (ROC-NY) before it went national, becoming ROC U with ROCs in multiple states. We're working with 1 Worker 1 Vote to expand nationally by helping local Union Cooperative Initiatives¹⁰ form. Those initiatives consist of centralized technical assistance providers for either startup unionized worker cooperatives or existing businesses that are converting to unionized worker cooperatives.

We are at still at a nascent stage, but we are working with experts from Mondragon who have lived through their 60 years of experience. They are advising us on how to start when you do not have as many resources. Currently, Mondragon has its own university and bank, which we do not have. This makes the financing piece increasingly important in the United States¹¹ and is also why we are thrilled to have a fellow who can focus on that now and really focus on building and seeding local living economies. To us, it has just been wonderful to learn with and from the students. We were very familiar with the cooperative structure but not with incorporating organized labor into the governance structure. It is also exciting not to work in silos. It is definitely an added value to work across clinics as well.¹²

New York's first Union Cooperative Initiative is being developed right now in Brooklyn.¹³ This is in line with the conference theme—this is

⁹ For more information on 1 Worker 1 Vote, visit www.1worker1vote.org.

¹⁰ Union Coop Initiatives focus on creating ecosystems to support union coop development.

¹¹ There are some financial institutions (with more expressing interests in funding worker cooperatives) but there are not many and some only focus on mezzanine funding while others utilize a model that retains equity in the cooperative business despite their financing being in the form of a loan.

¹² Client problems rarely exist in a vacuum.

¹³ The Bronx is home to Cooperative Home Care Associates (CHCA), the largest worker cooperative that is unionized in the U.S. For more information on CHCA see

also an area where we think not only students but also our clients and partners influenced the direction of the clinic, deepening the effectiveness of the projects that we are working on and providing legal support for. We, along with 1 Worker 1 Vote, are currently undertaking a major project in Brooklyn where we are cooperatizing the supply chain to four hospitals/medical centers that were slated to close but have remained open. The coalition that formed to save the medical institutions from closure changed their name from the Coalition to Save Interfaith to the Coalition to Transform Interfaith.

Our initial partnership began through a Union Cooperative Initiative that was helping start unionized, worker cooperatives that are related to the healthcare industry. There is an approach to cooperative development that many people are discussing that's called the anchor institution model.¹⁴ It includes lining up contracts with major institutions in cities—often universities and hospitals. (Those are the primary ones that have been explored so far.) The Coalition to Transform Interfaith acknowledges the role of hospitals and medical centers as anchor institutions in local communities and the substantial role they play in the local economy. The anchor institution approach looks at the supply chain to figure out where cooperatives can plug in. There are a couple of places that were initially flagged, which aim to keep and bring back manufacturing in New York. Some examples include manufacturing hospital furniture and providing services like fresh produce for the medical center's cafeteria and its homebound patients. These are some of the initial projects.

Our community partners' work, however, is much more intersectional. The broader context of that cooperative work addresses the various issues that low-income communities of color are facing. There's the Vital Brooklyn Initiative¹⁵ that the cooperative work is one piece of. Vital Brooklyn is a state-funded and sponsored initiative that addresses the social, economic, and health disparities in Central Brooklyn. Central Brooklyn has extremely high rates of obesity, diabetes, and high blood pressure, and has limited access to healthy foods and opportunities for

Cooperative Home Care Associates New York, *Who We Are* (October 31, 2018), <http://www.chcany.org/>.

¹⁴ *See generally* NANCY MARTIN, *ADVANCING THE ANCHOR MISSION OF HEALTHCARE* (2017), <https://democracycollaborative.org/content/advancing-anchor-mission-healthcare-report>.

¹⁵ For more information on Vital Brooklyn see *Frequently Asked Questions*, *The Vital Brooklyn Initiative* (October 31, 2018), <https://www.ny.gov/transforming-central-brooklyn/vital-brooklyn-initiative-0>.

physical activity like green space and recreational centers. There are high rates of violence and crime, and wide economic disparities due to unemployment and high levels of poverty. There's also inadequate access to high quality healthcare and mental health services.

There has been an epidemic of hospitals closing, especially in Brooklyn. As we mentioned, the Coalition to Save Interfaith that was formed to save or keep open this one Medical Center. It has transformed its goal to restructure the healthcare industry in Brooklyn, and especially Central Brooklyn, and think about wellness beyond just healthcare. Many of their initiatives focus on what are called the social determinants of health, which basically underscores that people's living conditions are as important as healthcare or preventative healthcare. These projects are trying to explicitly tie those two things together.

We're just going to flag a few of the issues that the projects address and the legal pieces where we are actually plugging in. Focusing on health, the goals of the coalition were initially to just keep the hospital open at all cost and provide more effective care. That looked a couple of different ways. One was that they did a participatory research-designed project to ask the community directly about what they needed. Since then, there's been a community council developed to help inform how the hospital systems can be restructured to be efficient but also responsive to what the community really needs, including addressing preventative care.

Central Brooklyn also has one of the lowest primary care physician per capita rates in the city. Thus, this initiative is also providing more ambulatory care and community-based providers. The coalition also tried to create a more democratic governance system for the hospital itself. They achieved almost a full board turnover and are getting a person, as of this article, in the executive leadership of the hospital system who is very excited about the coalition's ideas. The four local hospitals are going to be under one organization called "One Brooklyn Health System,"¹⁶ and she is now going to be in charge of that. The students helped provide advice on this restructuring based on the coalition's input – proposing how to restructure the board, who should be on the board, how to create requirements for board seats versus committees and thinking through what it means to be more of a community institution. The coalition has also begun negotiating procurement contracts with the hospital. We're starting small but have engaged in at least initial negotiation around hospital food sourcing and

¹⁶ About One Brooklyn Health Systems, One Brooklyn Health System (October 31, 2018), <https://obhs.org/about>.

have set the stage for these longer-term visions about the manufacturing of hospital furniture and equipment.

The long-term plan is to: 1) continue to identify where the medical institutions get various products and services from, 2) identify when existing contracts will expire and 3) plan accordingly to attempt to secure those contracts by building the capacity to be ready to provide those products and services when those contracts expire. Food access is another major issue that a couple of initiatives are addressing. One example is a project that aims to grow healthy food and increase farmer's markets associated with the ambulatory and hospital campuses. Another initiative is offering food prescriptions. This entails having a worker cooperative that produces local healthy food, especially for people who do not have local access to healthy foods or who may have diabetes. The idea is that instead of prescribing medication, doctors can actually prescribe food, and that cost would be covered like a prescription.¹⁷ One cooperative we are working with will be an urban farm with a location at the hospital.

Then there's labor, of course, because the initiative is promoting unionized cooperatives. There have been a lot of recent changes in the healthcare industry. We are working with the healthcare workers union local 1199, which is part of the Service Employees International Union (SEIU) to strategize around retraining workers whose positions are being consolidated or changed.¹⁸ We are also working with their training and education fund to make sure workers have the skills they need to do their job. Further, we're working to ensure that, if members are going to work in a unionized cooperative, they understand how cooperatives work and how to make it a successful workplace.

There's also housing considerations that this project addresses. The goal is to create affordable housing on the hospital campuses that's meant to address housing instability. There's a lot of neighborhood change

¹⁷ Food Prescription programs are often created as a partnership between a hospital and a Community Supported Agriculture program. Molly Miller, *Food Prescriptions: Using Healthy Food to Manage Chronic Disease and Improve Community Health*, Stakeholder Health (June 22, 2015), <https://stakeholderhealth.org/food-prescriptions/>. Lawyers and activists have been arguing that providing healthy food to patients is one way to meet insurance goals of improved health outcomes and reducing costs. Robert Greenwald, *Food As Medicine: The Case For Insurance Coverage For Medically Tailored Food Under The Affordable Care Act* (Jan. 2015), <http://www.chlpi.org/wp-content/uploads/2013/12/CA-Greenwald-Hunger-Summit-1-26-15.pdf>. See also Adrienne Testa, *Doctor's Orders: The Food-As-Medicine Movement*, 26 *Annals Health L. Advance Directive* 1 p. 6-15 (2017).

¹⁸ 1199 SEIU has formed a union coop exploratory committee to expand their support of this model.

happening in New York, and Brooklyn is a really speculative market right now. This project is trying to create stability and permanently affordable housing. Earlier, we mentioned the community land trust as part of this. The goal is to acquire part of the land that the hospitals are on and put that land in what's called a community land trust, the purpose of which is to remove the land value from the speculative market. It also creates a separate entity that owns the land. That entity then has a ground lease with whatever's on top of the land to try to offer this kind of stability. Another housing-related initiative is that there are a lot of environmental issues with housing that affect people's health. Another cooperative is being formed to remediate mold issues in public housing in Brooklyn. That has been a major issue with New York City's public housing. In fact, there have been a couple of lawsuits.¹⁹

There are a few issues that the project also tries to address in its recruitment efforts. Criminal justice is one of them. We were working with people returning from being incarcerated, who often have high barriers to employment. One prospective union cooperative is partnering its recruitment initiative with an organization that implements the cure violence model,²⁰ in an attempt to reach at-risk populations and reduce violence by providing stable work opportunities.

Finally, the project intends to have a presence in public schools. There's an educational component where, within the schools, people are learning the science behind farming and other related areas. They are including STEM programs because there is a lot of potential innovation in robotics for farming. They are also having students manage some of these green markets so that they develop entrepreneurial and management skills. One parent teacher association at one school has already raised 200,000 dollars for this initiative.

That's the overarching project. It's exciting to have this enormous intersectional project, but we think it can be really overwhelming for

¹⁹ New York City settled a lawsuit, around lead poisoning and related illnesses in public housing, with the federal government with a \$2 billion dollar settlement and the appointment of a federal monitor. Jenna Wang, New York City Housing Authority Agrees to \$2B Settlement Over Massive Health Violations, *Forbes.com* (October 31, 2018), <https://www.forbes.com/sites/jennawang/2018/06/14/new-york-city-housing-authority-culpable-for-massive-health-violations-lead-poisoning/>; Claire Lampen, NYC Revises NYCHA Lead Poisoning Numbers, *Again*, *Gothamist.com* (October 31, 2018), http://gothamist.com/2018/08/31/nycha_lead_poisoning_numbers.php.

²⁰ Cure Violence is an organization that views violent crime in neighborhoods as a public health issue and seeks to reduce it by utilizing strategic community partnerships and disease control and behavior change methods. *The Model, Cure Violence* (October 31, 2018), <http://cureviolence.org/the-model/about-us/>.

students. So we have tried to have very narrow scopes of representation with our clients.²¹ The legal skills that are implicated by this initiative are entity-type counseling and entity formation, developing democratic governance systems, advising on employment, insurance, licensing and tax issues for all these entities (sometimes tax exemption, sometimes just taxes for the for-profit businesses), protecting intellectual property, drafting and negotiating contracts, forming the community land trust, developing policy, and drafting legislation. That is a snapshot of one of the big projects that the clinic is currently working on that was student-initiated and student-driven.

II. Panel Discussion

Melissa Risser

I think that we have a few minutes before we are going to transition and just wanted to open up for questions or discussion.

Chris Heard:

The work your clinic has done is amazing. My clinic is in the early stages of getting involved in similar work. The University of Houston is situated near an underserved neighborhood. The university and other nearby anchor institutions are trying to support residents of the neighborhood by purchasing from cooperatively-owned local businesses. As part of that effort, some residents of the neighborhood approached our clinic to help them create a worker co-op. The new entity is intended to be a proof of concept to show that the anchor institution model can work. We completed formation of the co-op this past semester. I was a commercial finance lawyer before I started my current job. So I am definitely new to co-op law practice. It is great to see what your clinic has done in the area.

Melissa Risser:

It is exciting. There is a small network of worker co-op attorneys that if you are not yet plugged in, we would be happy to help you in. Most people know each other.

Camille Pannu:

Just hang out then at the federation of worker co-ops.

²¹ See generally Carmen Huertas-Noble, *Promoting Worker-Owned Cooperatives as a CED Empowerment Strategy: A Case Study of Colors and Lawyering in Support of Participatory Decision-Making and Meaningful Social Change*, 17 CLINICAL L. REV. 255 (2010) (identifying additional types of legal work involved in creating worker cooperatives).

Melissa Risser:

There is also now a co-op professionals conference; biannual, though.

Katherine Koops:

What kind of worker co-op was it?

Chris Heard:

They are going to provide construction services.

Camille Pannu:

When you are working, do you work with other groups of lawyers that were advising the hospitals or is your clinic managing the whole transaction?

Melissa Risser:

We have tried to especially address your question of how the students fit into all of this. It is exciting to have this enormous intersectional project, but I think it is really overwhelming for them. We have tried to have a very narrow scope of representation agreements with folks. We have not been co-counseling with the hospital's counsel. For instance, with the urban farm that is going on there, we have to work with their compliance division to ensure that all the risks, insurance requirements, and department of buildings inspections and stuff will be met. It is more consulting with them, but not co-counseling. [W]hen we were initially working with the hospital, we were representing the coalition to transform the hospital; we were not rep[resenting] the hospital.

We were involved in conversations and negotiations between the folks who are in control of the hospital and what the coalition wanted to achieve through these transitions. They did achieve almost a full board turnover [by] getting a person in place in the executive leadership of the hospital who is very excited about these ideas. She is now going to be in charge of [what] they are calling [the] One Brooklyn Health System. The four local hospitals are going to be under one organization. She's going to be in charge of that. We have had partners, but they are not our clients. We have been representing smaller around-the-contract with the food services company, which is actually not the hospital either.

Camille Pannu:

This is just so interesting. We spoke on the phone a few days ago. I think I will probably have to talk to you at least once more before I really can grasp [everything], but this is just really, really interesting.

Katherine Koops:

Do students sign up or do you have a selection process for them? What is the ratio of supervisors to students? How does it work from an academic perspective? Do they get graded? Is it pass/fail? How long do they get to be involved in the project? Is it limited to a semester? Could you talk a little bit more about that?

Carmen Huertas-Noble:

Sure. The clinic is designed as a one semester clinic, but it is for 12 credits. We pretty much have the students full-time for the semester. To the extent that they want to continue, and many do, we have advanced clinic but that is two-to-four credits. At CUNY, one of the wonderful things is each student, I like to say, has the opportunity to take a clinic. Some students might say “forced” to take a clinic. There is a slot for everyone. Students fill out an application, [and] they rank the clinic that they want to be in. We also meet with them in the beginning of the year, each student individually, to get a sense of what they really hope to get out of the clinic. We try our best to accommodate them in terms of providing work that they are really interested in.

This year, we are actually going to try to do [the clinic] over the summer. Even though we will still meet with [the students] on an individual basis—that is the process to get into the clinic. What was the other [question]?

Katherine Koops:

I think it was, “What is the ratio of attorney supervisors to students? How do you organize that?”

Carmen Huertas-Noble:

Right now, I could jump up and down. For a while, I was teaching by myself. The clinic was usually around 17 students, which is a lot for a clinic that is 12 credits and supervision. Now, I am ecstatic that Missy is on board. We have a colleague, John Whitlow, who is at the University of New Mexico who is on board to focus in on the housing. Now, we have these fellows. We have more capacity. The ideal, even at CUNY, ratio is really supposed to be one to eight, one to ten, depending. We really do like to give our students their first choice. We are actually walking into a full semester where we have twenty-six in the day program and eight in the evening. The evening is being offered for the first time. We'll be planning a lot and learning a lot as we go. It seems to be a theme.

Melissa Risser:

That is with the worker's rights docket. There is one other supervising attorney for those students. There is a bunch of different people doing different parts. One thing I want to flag, too, what was nice about the development of the fellowship program is that before, it was just all on Carmen once the students left to finish or continue the representation. Now, we have two to four people who can maintain the representation over the summer and through the breaks.

Katherine Koops:

That was my next question—what happens in the summer?

Carmen Huertas-Noble:

It is not the type of work that lends itself. Actually, even outside of CED, I would have the same opinion to handing it off to legal aid or legal services and then taking it back. It is just not good in terms of the client rapport-building, the continuity, the differences of our offices even if we are mission-aligned. It really does help to have a bigger team and fellows who can help cover the work during the summer. As we all know, clients do not follow an academic schedule.

Melissa Risser:

Shall we transition?

III. TEACHING ZEALOUS ADVOCACY IN A TRANSACTIONAL CLINIC

Tyra Blew**Tyra Blew:**

My name is Tyra Blew. I am in the social enterprise and non-profit law clinic at Georgetown Law. I just finished my first year in the fellowship. Now, my goal for the summer is to process everything that I learned this summer, re-read everything that I learned related to pedagogy this summer, and plan for the next year in how to more deeply understand what it means to be a clinician. [I want to] really start and be very intentional about understanding some of the differences in transactional clinics and community economic development and figur[e] out how the structure of those clinics varies across law schools. It sounds like most people are community and economic development oriented?

Chris Heard:

We are split between transactional and community economic development work.

Tyra Blew:

Split? Okay. I have a background in M&A in corporate law. I was practicing with a firm in Kansas City. I [had] been practicing for about three years before I switched over into teaching. I still have a very transactional mindset. I think that is how I thought about teaching this year is still in this, “you are representing traditional for-profit businesses” [mindset]. That is how I thought about ethics and other things. What Alicia, the clinic director, has set up her clinic to do is really create a space for students to start thinking critically about the norms in corporate law: who is helped and who is harmed and starting to be very aware of the way that transactional practice affects certain communities and other stakeholders, including those within a corporation and community or the environment.

That is why she thinks, and I agree, that social enterprise just provides such a great opportunity for students who are representing them to really think through these issues and think about how representing a benefit corporation might differ in the advice that you would give to a traditional for-profit LLC. For today, I have got three goals for my presentation. I will write them down. The first one is just talk about how our clinic teaches ethics currently. The second goal is going to be starting this conversation for me and maybe for more experienced practitioners—it will be more of a continuance of a conversation—but just thinking about what zealous advocacy means in the context of transactional law.

The third goal I have is to just come up with some ideas for getting students to think through their struggles with corporate law and with their role as an attorney representing certain types of clients. Hopefully, I can go into a little bit more detail about what I found this year. I think for clinics, maybe that would come up within the representation or within a supervision session and maybe for doctrinal classes or other types of skills-based classes. Maybe we can think through having used [these] techniques a little bit. Really mainly, this stems out of not only my own pedagogical interests, but my colleague in the clinic, Joe Pileri. His research has really focused in on how legal ethics for a lawyer representing a benefit corporation should shift a little bit from the traditional understanding of this.

If you are interested in Joe's research, I am happy to put you in touch or if you think of things later, I welcome emails. That is pretty much our clinic. In addition to raising these issues, our clinic also has both the traditional novel and unstructured problem solving. Maybe not to th[e] scale of what Missy and Carmen's clinic [is] doing; that is just really incredible—I would love to be able to supervise that. We do similar business entity counseling; creating governance tools and understanding

the legal mechanisms and other mechanisms that companies can use to achieve sustainability goals and charitable objectives. Even in the for-profit sector, we see this renewed emphasis on corporate social responsibility and sustainability.

Not only, I think, for PR reasons, but just for resource reasons; especially for companies that work with scarce resources. More and more, I think that corporate lawyers will be asked to consider those goals; even maybe bounce up against some other goals related to shareholder wealth maximization and those kinds of ideas that encourage short-term thinking. When we teach ethics in the class, we have a seminar. We meet twice weekly. The first week of the seminar, the first week of the semester, we have a two-hour class on what legal ethics and transactional law look like. Before class, we have the students read from Alvarez and Tremblay. [The authors] introduce students to the model rules that are most relevant to transactional lawyers.

They describe the difference between turning these things subject to professional responsibility rules versus these overarching fiduciary duties that they owe to clients. We also have them read several DC rules of professional conduct—the usual suspects like communication, competent representation, conflict of interest, [and] organization with the client, of course. That is the reading. They come to class, [and] then we give them a pop quiz. This is the pop quiz, but you had no assigned reading, so we can just go through it together. No grades. No wrong answers. We have students spend the first 15 or 20 minutes of class just reading quietly, silently to themselves, and working through these two questions.

It is a factual scenario that raises a plethora of ethical issues and even some other less easy-to-spot issues that are still problematic. They have to read through this with the idea of issue spotting. But not only just issue spotting, [but] actually tying those issues to a specific rule of professional responsibility, and [keeping in mind] who would be the person that the bar would be most concerned with in this scenario. Who broke the rule? Step two of that is to go beyond issue spotting and actually think, “Okay. Well, now that this has happened, what do we do next? What are our obligations? How could we mitigate some of the damage?” That is designed to keep people thinking about just practically forward moving and just keeping ethics in the back of their mind most of the time.

If you are open to it, we could take five minutes and just circle some of the things that you spot. I have got the professor version up here.

Still working? Or ready to discuss? Okay. Let's call. What are some things? Any volunteers?

Chris Heard:

There was a “who is the client” issue.

Tyra Blew:

Exactly. Who has the client issue? Others?

Katherine Koops:

One issue was: is there a duty to educate the other side?

Tyra Blew:

Yes, a duty to educate the other side?

Chris Heard:

The client, not the lawyer, should specify the ends of the representation. In particular, whether the company is better off buying the software or hiring the developer himself.

Tyra Blew:

Yeah. I guess who decides—who makes the call.

Camille Pannu:

Being paid via company stock and stock options.

Tyra Blew:

Yes. The payment in stock options. I think that one's got two, right? There is the fees and then the conflict it creates.

Camille Pannu:

Confidentiality, as well.

Katherine Koops:

Also, I wondered if there was a competence issue. One, because this person is not very far out of law school. But also, I wondered if there were trade agreements that they need to be aware of.

Tyra Blew:

Exactly. That was a big one. Competence, and also diligence—in a bit, because you are so busy, and you've got a lot on your plate at the moment. We have walked through those. You guys did some good work. As we discussed, usually I do this one-by-one. They raise the issue; we hash it out; and we say, "Now, what are you going to do about it?" I kind of did this the opposite. Did you guys have suggestions if this happens to you? What would you tell your student? How would you have them resolve this?

Carmen Huertas-Noble:

Before doing that, I am also just wondering [if] this person [is] actually licensed to practice yet? It said recent graduate. It is vague. I am just curious.

Tyra Blew:

I have taught this with the assumption that they were. Really great issue spotting. My students haven't caught that one. I might raise that the next time I teach this class. Okay. Others? Next steps? Do you guys have any practical advice to give or thoughts about what you might do? Well, with the "who is the client?" issue, I think that . . .

Camille Pannu:

We need to disclose first. They will probably disqualify unless you are in California—we can get both sides to waive.

Tyra Blew:

Right. You first identify the client, and then you turn to the conflict of interest analysis and determine what kind of consensus is required to obtain the conflicts waiver. In terms of do you need to educate the other side—I think that is an interesting . . .

Camille Pannu:

I feel like it falls under the duty to report.

Tyra Blew:

That is interesting. In my experience, the students have seen that in both semesters and immediately wanted to report this attorney to the D.C. Bar for . . .

Camille Pannu:

Incompetence?

Tyra Blew:

Incompetence. And so, we usually have a discussion: "Okay, you googled him. Do you really know that he does not have any employment law experience? Do you have a duty to go and report this attorney?"

Camille Pannu:

It is a big deal to file a complaint, so they better be sure.

Tyra Blew:

In D.C., there is no mandatory reporting. Usually, this is the point in the discussion where we usually discuss that you might have to report

your friends for their horror stories; [we] talk about exceptions to confidentiality. Students, I think, come in with this [mis]conception that if they sense that the client is doing anything wrong, the confidentiality rules give them an out to go and report it—we have to take a timeout and [say], “These are very, very narrow,” and we have to try to flush out some very concrete examples and really [pin] that down. We wanted to be thoughtful about that because I think that [students are] coming from a place of their own sense of justice or morals, [and] I do not want to unduly kill that spirit.

I think that [law students are] going to get a lot of messages that ask them to suspend their belief systems when they go into practice. I just want to help them guide it a little bit more.

Katherine Koops:

We approach a similar issue, not so much from a reporting or competence standpoint or as an ethical issue, in a class that I teach. We have a hypo where there is a negotiation involving a complicated earnout provision. You are a sharp drafter and you know, based on things the other side has said, that that attorney does not really understand it. But it works to your client’s advantage. Students sometimes want to help clarify things, but they also have a very strong sense of loyalty to their client. Does the client then get to make that decision? I remind them to keep their client in the picture; it is not just their own show. At some point, if there is a truly fundamental disconnect, do you even have a real meeting of the minds?

Carmen Huertas-Noble:

Especially if it is something like an earnout where there is already a recipe for litigation or a continuing relationship—is it really the greater good for the clients to make [the decision] right before they sign a contract with short-term advantages if there is really no business understanding? We approach a similar disparity of experience, or perceived experience and expertise in [a similar] way. I think that is another path you could go down.

Tyra Blew:

I like that. I think that is a great approach. If anyone else has questions about the simulation or the discussion, it is usually a good point in the semester. The students are engaged. It seems like you get good class participation. They are still doing the readings for class because they are not caught up in clinic work yet. After this discussion, we come together; we go over these rules in more detail; then, we look at other sources of law that apply when practicing, such as the D.C. Bar Voluntary standards, [and] the IRS professional regulations. Then at the end of class, we also

start looking at ABA Resolution 109, which endorses the United Nations “protect, respect, and remedy” framework; one of its guiding principles [is] on business and human rights.

The ABA endorsed those principles, and then they are urging governments, the private sector, and the profession to start integrating these principles into their operations and into their practices. We connect this finally to Rule 2.1, which gives attorneys the option, not the requirement, to render candid advice. They can refer to the law or moral, economic, social, and political factors. [T]hat plays out the rest of the semester when [students] com[e] back [to] class thinking, “Okay. Is this a legal issue, or is this a business issue?” In supervision sessions [and] in reflection papers, I see students really struggling with their own personal belief systems.

It has been really neat to see how, at least privately in conversations with their supervisors or in writing, [students] are thinking about these things. It seems like as soon as we get out in the open, they want to put their hat back on, of “I am a lawyer.” To be client-centered means that the client makes the decision, and the client owns the consequences. That comes out after the next few weeks. We leave the ethics discussion, [and] we get into [the] substantive law discussion of various for profit [and] non-profit entity types. They are meeting their clients, conducting the initial interviews, and then they come back for a case round discussion and seminar where they have drafted a memo, where they have thought about either a difference between them and their client, an assumption that they have made, or what they think about justice in the context of transactional law.

They give us [their] memos. Joe, Alicia, and I review them before class, and we draw out themes. This year—maybe it is a theme every year—but what I have noticed this year is that in these papers, there is this skepticism and this identification that corporate law can really harm communities and a sense of what they, as new attorneys, can do about it: if they can start talking to older partners and urging them to think about these principles, [to] think about other stakeholders that might matter, but then also [to] acknowledg[e] the norms that they are bumping up against—the economic pressures that they might face in bigger firms with doing that.

And so then they default back to [saying], “I will do pro bono. I will have workshops on business law to help clients and underserved communities.” I hope that through this process, they continue keeping this in the back of their mind[s]. What I have started thinking about [concerning] zealous advocacy [is that] a lot of times, they use that as a catchphrase when we are asking them to think about why they want to do

something or advise a client in a particular way. Well, to be client-centered means to be a zealous advocate for your client. To be a zealous advocate for your client is to listen to your client's goals and figure out a way to go do those goals. In clinic, a lot of times, these are mission-oriented enterprises or non-profits, and there is not so much attention there.

Other times, these kinds of discomforts come up and so I started reviewing zealous advocacy research. Paula Schaefer at the University of Tennessee had a really good article, I thought. It is titled "Harming Business Clients with Zealous Advocacy."²² She is rethinking the attorney-adviser's role. In this article, she divides out these concepts of zealous advocacy, as I have mentioned, that zealous advocates are partisan, or they suspend their own personal belief. [T]he model rules encourage attorneys to do this because, for a transactional [attorney] within the bounds of the law, there are pressures that push business lawyers and corporate managers towards short-term benefits over long-term benefits. There is not a check on a business lawyer's judgment in the moment similar to a court tapping down a litigator coming and making a frivolous argument in pursuit of its client's goals.

For that reason, [Schaefer] advocates thinking about the fiduciary duties that a lawyer owes to its organizational client and really keeping that center. In that framework, you are still thinking about the client's interest, still putting them to the forefront, but you are balancing the short-term gain with the long-term gain. You are reminding yourself that even though you might have personal long-standing relationships with the people that are running this organization, you as the attorney are still responsible to other parties that you might not interact with on such a regular basis. I think I am going to keep going with that framework, but I am interested in what you are thinking about that.

Carmen Huertas-Noble:

For me, when I am working with students or even recent graduates who identify another attorney as incapable—and I am not saying that there are not attorneys that are incapable or the fact that the person does not have experience in that area of law, at least in New York—upon graduation and passing the bar and being admitted, you hang up your own shingle. I never advise anyone to do that without tapping into [a] more expert network. Also, [I] ask[] the students to really be explicit about why they have come to that conclusion, and how they have come to that conclusion. Also, [I] mak[e] it very explicit about the choice points among

²² Paula Schaefer, *Harming Business Clients with Zealous Advocacy: Rethinking the Attorney Advisor's Touchstone*, U. TENN. LEGAL RES. PAPER NO. 101, Mar. 9, 2010.

our lawyering, because sometimes, it is just second nature. So, to the extent that we service those choice points, then it can be more client-centered.

And I am definitely of the mindset that when there is a long-term relationship, [we should be] more inclined to [choose to] educat[e] the other side because people have to stay [in the working relationship]. [This is p]articularly [true] with co-ops because they are going to continue to work together, and they are going to make decisions together. They are going to share that power. If you pull something over on someone, even though they did not have the best attorney, it is not going to work out internally as you continue to grow your business and operate your business. Thinking along those lines, I always just tell my students one frame—and there are always more than one frame that works—is to ask yourself, “What can’t you do under the rules? What can you do? What should you do?”

If you are able to get to “what should you do,” then your morality could come into play in that conversation with the client. Many students have said that that is really helpful. But I also think there is a tendency—I do not know if you agree, Missy—where it is the lawyer who comes into the room, and they are like, “I know what is best for this client,” and they are working with organizers. I am like, “That organizer has been working with this group way longer than we have.” It is okay to have our own opinions. We should, to a certain extent, share those, but in terms of who is the protector of the client has been another tension that I have seen. I do not know if you have seen that in that context.

Tyra Blew:

Yes. I really have. [Students can be] very protective. I have seen both extremes. I do not know if some of the other [students] might just have been [affected by the] end of semester [and] checked out. Maybe that is really what was going on—finding that right balance. When I think about transactional law, what certain clients might think about their counsel, I have heard corporate lawyers referred to as “the department of ‘No.’”

They are so risk-averse that they are always telling a client, “You can’t do this. You can’t do this.” And then over here, you have—us[ing] Teddy Roosevelt’s phrase—corporate lawyers as “hired cunning” where they are just, “I am coming to you. I am paying money to tell [you] I am going to do X, and you are going to tell me how to legally do X or make a plausible argument for how to legally do X.” I think that is a popular conception. [On the other side], you have the “Better Call Saul” scenario where it is ethics rules [and] professional norms that should protect students from falling here. [O]verlapping this spectrum, you have the idea

of where on any given decision or at any different point of advising or counseling and negotiating on behalf of the client, where is the student going to come down on this spectrum and why?

I think that Schaefer might say that if you are using a zealous advocacy framework, most of your decisions start shifting towards just wanting to do what the client wants to do. If you think about fiduciary duties, you are coming back over here where you are balancing, and you are being a little bit more risk averse than sometimes a client might be. Or maybe, to do a flip side and counseling the client on longer-term relationships that they would have with their partners in a co-op setting. I think that there are other influences that would affect how a student approaches their practice. Some of that is going to be their personal experiences, their personal morals and values, identities that they hold about themselves, but also, assumptions and differences that they are noticing in their clients.

A lot of times, when students are writing their reflection paper, I usually have about half of the students go down the differences route and then the rest split between identifying the assumption they have made. They are talking about differences a lot of times with age. They think about being a younger attorney with an older, more experienced business client, [and] how that is going to affect how they are thinking about the choices that they are making in a counseling session, and whether they are being too protective [or] too differential. You have some factors that students could turn to when they are looking at this to give them an understanding of, “Here are my instincts on what I want. I have this range of options. Here is the one option that I would really like to advise the counsel, the client, to do.”

“But why am I wanting to counsel them this way? Is it because it is what the client wants? Is it because it is what I want? Is it because of an assumption that I am making about the client?” I think that maybe that might help [the students] sort out some issues. Anyway, reactions to this? Is it plausible?

Chris Heard:

You might initially have an inclination to do what the client wants. You want the students to figure out how to counsel a client appropriately by giving them a broader spectrum. You might say, “Here are some options. Here are the costs and benefits. And in a risk-adverse way—here are technical steps to accomplish what you want to.” But then the student might advise, “I would not want to do this.” Obviously, stay away from the dotted line.

Tyra Blew:

I wanted to put that on the spectrum, because the more you get here, the more you run the risk. Can you always see when you are [too far on one side]? Can you always predict [when it will happen]? I have not personally encountered that. We have not had that come up in clinic, but it is something that I at least want to have the tiniest bit of preparation for in practice.

Chris Heard:

Sometimes, your client does ask you to go too far.

Tyra Blew:

Yes, and the client might not know either. I think that the Iran scenario with the software agreement might be a good example of that.

Carmen Huertas-Noble:

If you see yourself as a hired gun, [you might] easily end up going too far. I really like this. With my students, in terms of the department of “no,” I always say, “Before you tell a client that you cannot do something, you better have exhausted all possibilities.” Because we are already known as being naysayers, especially in the social justice context. And if it is no, it is no, but that is a different conversation with your client. And then the fiduciary part, do students struggle with who is the client when your client is an organization in the business? At least in New York, are they always seeing it as the board as a collective whole, which is the case, or the person that they actually have built up the relationship with? [I]t is really easy to fall into thinking that the [board] is your client, when they are not. I think it is really hard, especially if it is a long-standing client.

Tyra Blew:

Yes. My students’ clients, for the most part, have been solely owned. But, for Alicia’s clients and Joe’s clients, they had some issues going back. We pair out each student team [in] teams of two, and we devote one class for each student to come forward to the rest of the class and present an issue that they are having in the representation. We go through: “Who’s the client? What are the issues raised by the client versus the person that you are interacting with? How do you navigate that?” That was a really good discussion this past semester.

Katherine Koops:

In our Deal Skills class last week, we talked about a hypo where you have three people who want to form a company. Do you see a lot of that in your clinics, or is it more one person, one idea? And how does it

usually go when you have this group of people that shows up and says, “We have this great idea. Do not worry—we are all equal.”

Tyra Blew:

We have had that in the fall and the spring—kind of joint representation. We do talk about that in the seminar, and the reading covers joint representation issues; the waivers that you need in the engagement letter; and paying attention during meetings to who is attending, who is speaking, [and] who is cc’d in emails. [We teach students to] mak[e] sure that everyone is on the same page, and [then] troubleshoot some of those issues that come up.

Katherine Koops:

For example, when one party takes you aside and says, “Do not tell the others.”

Carmen Huertas-Noble:

I feel like I learned that the hard way when I was a law student. Now, when people say, “Do not tell the others,” I am like, “Yeah, actually my duty is to tell the board.”

Tyra Blew:

I did that recently.

Chris Heard:

My students are pretty good about that. At the initial meeting, they lead off with that. They give all the clients the ground rules about how they can work with us.

Carmen Huertas-Noble:

Did you come up with a sheet for that?

Chris Heard:

One of my students developed a multi-party legal services agreement—we had not had that before. We get all of the clients in the room, and then we walk the clients through the agreement. It is a lot like our usual legal services agreement, except there is one section that deals with multi-party representation. And so, we just give particular emphasis to those points.

Carmen Huertas-Noble:

I like that idea. I mean, we do put it in the retainer. We say it is [a] group representation—it is not joint and severable—and if anybody leaves the group, because we prioritize working with organizing groups, that our

representation will continue. But I do think that sometimes, it just comes up unexpected[ly] when they pull you to the side. You can be super explicit, and still [it will happen].

Tyra Blew:

Sometimes, it gets complicated, too. We will get a small subsection where they say, “This is the point team for us.” Then you have to be clear about what you have actually been delegated to do, and then when you [are required to] bring everybody else in. We have had clients that were an unincorporated coalition, and then four people c[a]me in and are like, “We are going to form this.” They have to identify who else has been a part of that and if everyone else agreed. It gets complicated.

Carmen Huertas-Noble:

I have not heard of the phrase, “Better Call Saul.”

Tyra Blew:

It is a TV show.

Carmen Huertas-Noble:

What I was thinking without knowing that, and something I share with students is, before you call the American Bar Association about your ethical dilemma, you probably should call the law firm, which has someone in charge of ethics, or your former ethics professor. It is just better . . .

Tyra Blew:

That is a great suggestion.

Carmen Huertas-Noble:

. . . in terms of them not being sanctioned if you did something by mistake. Or maybe you can figure out a way to fix it before you get to that point. [You should speak to] someone who is more on your side, not to be on your side, but to make sure that you get it right; as opposed to someone who is there to make sure that people are punished.

Tyra Blew:

Right. Yeah, exactly.

Carmen Huertas-Noble:

I do not think they see themselves that way, but often that happens.

Katherine Koops:

I tell our students if they go to a firm with a partner who serves as firm counsel, they have to go down that hall and report a professional liability issue even though they think it is the worst idea ever. I think students do not really understand how malpractice insurance works.

Carmen Huertas-Noble:

I have actually called the Bar myself, and they have said, “Call *this* ethics officer at *this* large law firm, and that is what they do. They are the most informed about it.” But, there is definitely the issue of, you make a mistake and you do not want anyone to know, but it only makes the mistake that much worse. It grows and grows. [It is] best to fix it right away.

Tyra Blew:

Those are really great pieces of advice—very practical and eternal. I think just thinking back to my own practice, there is a special horror [to] the idea of committing malpractice. I think that is a really great point to raise sooner rather than later.

Melissa Risser:

There are big gaps about how malpractice insurance works in teaching, and probably in onboarding, depending on different organizations. That was a great point—doing it as a practice point to add to a session.

Katherine Koops:

And then how does it work in-house when your client is your employer?

Carmen Huertas-Noble:

I have also seen an ugly side of that in the social–justice context where lawyers will say, “Our clients aren’t going to sue us anyway.” That should be an ethical violation. That should not be guiding your work. Chances are, they are not going to sue you; but as some of the most vulnerable people in our society, you should be trying to do your best, not feeling like, “I could relax because this is not a client that will sue.”

Tyra Blew:

Absolutely. One other thought that I have had with respect to the students’ reflection papers: I like that they have identified that they want to do pro bono, and they want to have workshops. The students are, for the most part, going [in]to big firms, and I imagine that these firms have big pro bono commitments because they are very big. My firm is big, but

it did not have a pro bono for corporate law, and so some of what we did was for a business development strategy, too; just keeping your skills up, but even then, it was not formal. It was really tempting. It was hard to find that ability to carve out that time. And so I would like to try to introduce some other ways that the students could keep this in the back of their head as they are growing as attorneys, and as they are getting more interaction with clients.

The partners and mentors I have observed in practice were able to have really good, robust discussions with their clients about their strategy and had built the trust, I think, of being able to push back on a client and say, “But did you think of this?” I would like the students to be able to keep similar considerations in their work for paying clients as in their pro bono work. I think that there is opportunity there to be well within ethical guidelines and to remain client-centered in that work.

Katherine Koops:

I would like to think that all of our counseling is client-centered, but it does take on different forms depending on the client.

Melissa Risser:

In my head, I am grappling with, when you are rep[resenting] a person who is selling the business, and you view the entity as your client, but you are working with them in a buyout. It comes up with us in conversions. There is been multi-roles because there is groups that work with the buyers, and we usually come and represent the workers because they will be the owners. But in a traditional transaction, I have not given it much thought.

Tyra Blew:

No. I have not either.

Melissa Risser:

Yeah, you keep the best interest of the entity independent from the seller.

Tyra Blew:

Yeah. I was part of the Society of Healthcare Attorneys of Greater Kansas City. We would meet monthly and have presentations. I wish so much that there was—I am not aware of—any kind of co-op group for hospitals. I am not familiar enough with the differences between hospital systems. I do know the rural hospitals are just struggling a lot. There is a need, I think, for very creative solutions because I know Kansas has come very, very close to expanding Medicaid. I do not know if they are going to

make another push for it. I do not know if that is even enough to help them. I think the more that regular transactional attorneys can be exposed to the creative things that are happening, they might be more willing to do that.

Carmen Huertas-Noble:

I do not know about other places, but in New York, we do not have a lawyer for the deal. Do you have that in your professional rules of responsibility?

Tyra Blew:

No. I do not think so.

Chris Heard:

You can be an intermediary in Texas. I have not heard it referred to as a lawyer for the deal before.

Katherine Koops:

I have heard it referred to that. It has been a while, but I remember that concept. And it was often something clients wanted, and I do not think we ever could really do it.

Tyra Blew:

Thank you. Thank you so much for coming.