

Negotiating Complex Transactions: Executives & Lawyers*

MGMT-GB.2161.30 | LAW-LW.11399

Thursdays, 6:00 p.m. - 9:00 p.m.

March 20-May 1, 2025

KMC Building Room 4-80 (44 West Fourth Street, 4th floor)

Professor Seth Freeman, J.D., NYU Stern School of Business (sf14@nyu.edu)

* For law students, the course name is Negotiating Complex Transactions: Law and Business

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:

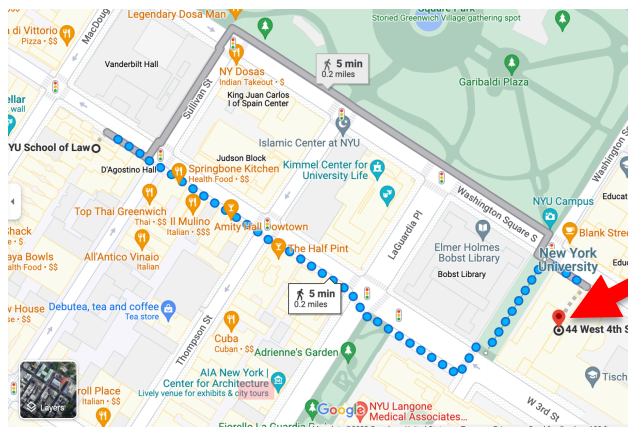
- a partnership agreement
- a litigation settlement negotiation
- a highly complex new venture equity deal for a new venture
- a negotiation in which you'll reverse roles
- a bankruptcy workout

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.

MBAs will sometimes have chances to play the role of lawyers (and *vice versa*). It's a way to experience the same problem from a different professional perspective. I won't expect you to be a master of a foreign field; I'll share guidance to help you manage.

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!



Law students who face conflicts between an assignment deadline and a final exam may (along with their MBA assignment partner(s)) adjust the deadline. See "Deadlines" on p. 4.

March 13, 2025

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. Make wise decisions about when to sue and settle
4. Know when you have reached a wise outcome using specific measures of success
5. Know how to work with issues that touch both legal and business concerns
6. Work effectively with term sheets
7. Work effectively with draft contracts
8. Handle complex talks more effectively with simple tools
9. Help deeply solve business problems with different legal structures

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 (917) 499-8364. Please do not call to tell me you will miss a class.

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

Brightspace Website:

- Please check it soon to make sure you have access and that your name and correct email address are listed there.
- I will post most of our course handouts within 72 hours after a class under "Content."

Teaching Assistant Kristina Taylor- ket6257@stern.nyu.edu

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

A Word About Grading Policy Generally

There is no curve. I also believe the requirements for excellence in the course should be similar to those in the professional world, so a high grade 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.

The Fear
of
Looking
Dumb

Bountiful Table Contract Draft-

MBAs: your lawyer will participate in assessing your participation in this project, which will affect your grade.

Law students: your client 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
- serious illness
- Conflicting law school final exam deadline

(because many law school exams are worth 100% of the student's grade for the course.)

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

Other Absences. With all my respect, please do not ask to be excused for other reasons.

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. 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 one of the reasons I note below. 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:

- Religious or civic obligation,
- Serious illness
- Serious family emergency, or
- Conflicting law school final exam deadline (because many law school exams are worth 100% of the student's grade for the course.) For a joint assignment, the deadline adjustment applies to both the law student and his/her MBA partner(s).

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. I am 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*, *Washington Post*, *New York Magazine*, *HuffPost*, and *USA Today*. I am the instructor for the Great Courses™ video course, *The Art of Negotiating the Best Deal*. I am the author of *15 Tools to Turn the Tide: A Step-By-Step Playbook for Empowered Negotiating* From HarperCollins.

I have an active training, consulting, and speaking practice, serving organizations such as MasterCard, Shake Shack, Abbvie, 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, an actress. We live on the Upper West Side with our kids 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 Norms

The Student Code of Conduct. As in every other class at Stern, you must adhere to the Student Code of Conduct. The school reminds me to remind you that as a student, you are obligated to report to me, the instructor, any violation of the code that you suspect you observe.

A Commitment to Diversity of Thought and Experience. This course strives to support and cultivate diversity of thought, perspectives, and experiences. The intent is to present materials and activities that will challenge your current perspectives with a goal of understanding how others might see situations differently. To support this approach, this syllabus has been reviewed by NYU Stern's Office for Diversity and Inclusion to ensure inclusivity and a representative pedagogical approach to learning. By participating in this course, it is the expectation that everyone commits to making this an inclusive learning environment for all."

So, we'll follow these principles to guide our interactions among students and professors in this class:

- Treat every member of the class with respect, even if you disagree with their opinion;
- Treat every opinion as open to examination, even if it comes from someone with more experience or expertise than you;
- Reasonable minds can differ on any number of perspectives, opinions, and conclusions;
- Some perspectives, opinions, and conclusions are unreasonable or based on falsehoods and should be respectfully identified as such;
- Because constructive disagreement sharpens thinking and deepens understanding, it will factor into your participation grade;
- All viewpoints are welcome;
- No ideas are immune from scrutiny and debate;
- You will not be graded on whether your professor or peers agree with your opinions.

Student Accessibility. If you will require academic accommodation of any kind during this course, you must notify me at the beginning of the course and provide a letter from the Moses Center for Student Accessibility (212-998-4980, mosescsa@nyu.edu) verifying your registration and outlining the accommodations they recommend. For more information, visit the CSA website: <https://www.nyu.edu/students/communities-and-groups/student-accessibility.html> If you will need to take an exam at the CSD, you must submit a completed Exam Accommodations Form to them at least one week prior to the scheduled exam time to be guaranteed accommodation.

Student Wellness. Classes can get stressful. I encourage you to reach out if you need help. The NYU Wellness Exchange offers mental health support. You can reach them 24/7 at [212 443 9999](tel:2124439999), or via the "NYU Wellness Exchange" app. There are also drop in hours and appointments. Find out more at <http://www.nyu.edu/students/health-and-wellness/counseling-services.html>

Name Pronunciation and Pronouns. NYU Stern students now have the ability to include their pronouns and name pronunciation in Albert. You can share your name pronunciation and preferred pronouns this way. Please utilize this link for additional information: [Pronouns & Name Pronunciation](#). Just in case I get something of yours wrong, I welcome you to discretely let me know at your early convenience.

Religious Observances and other unique situations. NYU's [Calendar Policy on Religious Holidays](#) states that members of any religious group may, without penalty, absent themselves from classes when required in compliance with their religious obligations. You must notify me in advance of religious holidays or observances that might coincide with exams, assignments, or class times to schedule mutually acceptable alternatives. Students may also contact religiousaccommodations@nyu.edu for assistance.

NYU Stern is committed to ensuring an equitable educational experience for all students regardless of identity or religious/cultural background. The observance of religious and cultural holidays/traditions and the recognition of unique circumstances - such as serving as a caregiver - are important aspects of this commitment. Please review all class dates at the start of the semester and review all course requirements to identify any foreseeable conflicts with exams, course assignments, projects, or other items required for participation and attendance. Please contact me within the first two weeks of the class semester to discuss any potential conflicts.

About ChatGPT (and other AI)

Within limits, I'll encourage you to use ChatGPT to help prepare you for the evolving world of AI. So do create an account if you don't have one already. It's the only AI I'll permit this semester.

Simulations: ChatGPT can be helpful in simulations and exercises for brainstorming ideas, clarifying complex concepts, and refining your analysis there. Learning how to use it effectively in law and business is an important skill.

However, there are a few reasons why you should avoid relying on ChatGPT too much:

1. It's like asking a robot to take violin lessons for you—you may hear nice music, but you won't learn to play.
2. It needs guidance and oversight, like a smart child. You need to direct it.
3. It can mislead you, similar to a young associate who gets things wrong every fifth time.

Don't use ChatGPT to write instructions or questions to your lawyer/client. Write them yourself.

If you use ChatGPT in a simulation for which there's a memo assignment, include in the memo the prompt(s) you used and note briefly how it helped (or hurt) you. Don't let it replace your own writing. You are responsible for everything you write, advise or decide to do.

Quizzes: You may not use AI for a quiz.

Written Assignments. You may not use AI when you write a memo or instructions to a lawyer. You can and should refer to having used it in the simulation you're writing about if you did- it can enhance your memo and your learning.

Since in memo assignments you'll write in part on experiences you and your classmates have, asking it to write your memo will backfire- and I'll be able to spot it.

If you fail to note in an assignment how you used it in a simulation, or if you use it where I've prohibited it, NYU and I will consider that to be academic dishonesty.

Our goal is for you to develop your own skills, with ChatGPT serving as a tool for clarification or idea generation, not as a shortcut.

Simulations
and exercises



Quizzes
(No AI)

Memos
(No AI)

Class Sessions, Assignments & and Reading List

Required materials:

- Copyrighted Materials I'll Distribute to You in Class (costing ~\$3.00-\$5.00)* (*Sometimes the book store calls this the 'course pack fee' or 'handout fee.'*)
- 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.

- This course requires payment for materials from Harvard that I will give you. The cost for this handout will be processed through the Follett ACCESS program. The fee for the material will be added as a “book charge” to your bursar bill. The fee for this course is ~\$5 and will appear on your bursar account around mid-term to allow drop/add and withdrawals.

You should complete the reading assignments before the class indicated unless otherwise noted.

Sometimes I will also distribute other materials.

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#	Date	Topic	What We'll Do	Things to Do
*	Noon March 20			<p>Receive via email the Vernon Green simulation role specific information</p> <p>Complete the brief online survey there by noon March 20 https://forms.gle/dHKHRihTwyDb8QEY9</p>
1.	March 20	<i>Introduction to the Course; Introduction to the Lawyer-Business Client Relationship</i>	Brief introduction to the course; Vernon/Green simulation	<p>Before Class:</p> <p><i>Required Reading:</i></p> <ul style="list-style-type: none"> 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. <p><i>Recommended Reading:</i> Beyond Winning, pp. 1-3; Chapter 5</p>
*	March 27	<i>No class-Spring break</i>		
2.	April 3	<i>Law-Client Dealings, Planning, and Roles; Theories of Deals and Trust</i>	Vernon Green II, Sue or Settle Game ; Complex transactions and the roles of lawyers and business people; Trust theory; Using Reassurances for planning the Elements and Structure of a Transaction	<p>Before Class:</p> <p><i>Required Readings</i> (Copies are on Brightspace/Content/Readings)</p> <ul style="list-style-type: none"> "Can We Work Together? The Wariness Problem and the Elements of Agreement" (Find On Brightspace/Content/Class 2) First Memo assignment (Find On Brightspace/Content/Assignments) Sue or Settle Game (Find On Brightspace/Content/Class 2) Optional 1-minute extra credit assignment: Self-Quiz #1- The Urgent Deal (worth two class participation points simply by doing it then checking the sample answer.) https://forms.gle/8QWyde4ErWsAhr4r5 <p><i>Recommended Readings:</i> <i>Beyond Winning</i>, Chapter 9, 10</p> <p><i>Due by Class 2 submitted on Brightspace/Assignments:</i> First memo on Vernon/Green simulation, following the memo assignment in outline for Class 1,</p> <p>After Class: <i>Watch your email <24 hours after class for</i></p> <ul style="list-style-type: none"> The First Quiz, which is due in Class 3. Bountiful Table Simulation Materials and Team Assignments
3.	April 10	<i>Negotiating the Term Sheet and the Detailed Contract I</i>	Bountiful Table Simulation , Working with a Lawyer/Client on a Term Sheet, Measures of Success	<p>Before Class:</p> <p><i>Required Readings:</i></p> <ul style="list-style-type: none"> Read the Bountiful Table Simulation Materials and then prepare with your teammate(s) as you would for an important negotiation. You may also want to get a jump on the required TTT viewing/reading for Class 4 noted below in the description of that class. <p><i>Due by Class 3 via Brightspace:</i> The First Quiz</p> <ul style="list-style-type: none"> <i>Handout Fee Due by Tonight:</i> You can pay on-line following the instructions at the top of the reading list in this syllabus. <p>After Class: <i>Watch your email <24 hours after class for</i></p> <ul style="list-style-type: none"> 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

#	Date	Topic	What We'll Do	Things to Do
4.	April 17	<p><i>Details and their Implications</i></p> <p><i>Getting on the same page for complex talks.</i></p>	<p>MedTech VC Demonstration</p> <p>Using the Topics Targets & Tradeoffs grid with your lawyer/client</p> <p>Reading for Bountiful Table Contract Negotiations</p>	<p>Before Class: <i>Required Readings: (~1.5 hours)</i></p> <ul style="list-style-type: none"> • Columbia Venture Partners-MedTech materials I distributed in Class 3. A copy is also on Brightspace. • 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.) • Our guest speaker, Alex Binkley, is a venture capitalist and a former practicing corporate lawyer. Please list two questions related to lawyer/client negotiation that you would like Alex to answer • After his visit, be ready to share with a partner the 3 most important points the guest made. How does your list differ from your partner’s? <p><i>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.</i></p>
*	April 19			
5.	April 24	<i>Negotiating the Contract</i>	<p>Bountiful Table Contract Drafting and Contract Negotiation Simulation; Negotiating Contract Language, and its Implications for Lawyers and Clients (time permitting)</p>	<p>Before Class: <i>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.</i></p> <p><i>Recommended TTT Viewing OR Reading: (≤28 minutes)</i></p> <ul style="list-style-type: none"> • “Putting it Together with a TTT Grid (SIPA).mp4” <p>(A solid review of basic negotiation principles for ‘winning warmly’ and a step-by-step look at how to deploy the TTT grid to do it.)</p> <p>OR</p> <ul style="list-style-type: none"> • Seven Quick Ways to Get Much of the Benefit of a Topics Targets & Tradeoffs Grid (on Brightspace/Content/Readings). A succinct review of very practical ways to put the TTT grid to use, together with specific guidance on how to use it in contracts talks. Includes as an excerpt from the I FORESAW IT reading a basic introduction to the TTT grid. <p>After Class: <i>Watch your email <24 hours after class for</i></p> <ul style="list-style-type: none"> • Meat Department exercise we’ll discuss in Class 6. • Bankruptcy Multi-Party Negotiation Simulation materials <p><i>Law Students also watch your email for:</i> Developing a Negotiating Lawyer’s Issues List for Contract Talks.</p>

#	Date	Topic	What We'll Do	Things to Do
6.	May 1	<p><i>Complex Organizational Talks; Reframing the legal/business problem and finding creative solutions.</i></p> <p><i>Will Technology End Lawyers & Executives- Or Transform Them?</i></p> <p><i>Readying for success in your career</i></p>	<p>Bankruptcy Multi-Party Negotiation Simulation.</p> <p>Meat Department exercise.</p> <p>How Can Deep Problem-Solving Help You Save Others- And Your Career?</p>	<p>Before Class: <i>Required Readings, Viewing, and Assignment</i></p> <p><i>Reading:</i> Bankruptcy Multi-Party Negotiation Simulation materials you picked up in Class 5.</p> <p><i>Viewing:</i> 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?</p> <p><u><i>*YouTube: The Founder 2016 1080p - The Business Scene</i></u> https://www.youtube.com/watch?v=u35dOEOOSBU (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.</p> <p><i>*Better Call Saul</i> Season 3 Episode 9 14:49-17:18 (\$1.99 on YouTube, free on Netflix). https://www.youtube.com/watch?v=JElZpRN6xGc&list=ELDmuMsMH5kHg891qIU1vzMQ</p> <p>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.</p> <p><i>Required Discussion Assignment-</i> 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</p> <p>Due by Class:</p> <ul style="list-style-type: none"> • Class participation self-assessment Google form. • Anonymous Feedback Google form • 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.) Teams with Law students with conflict final exams- see me for a deadline adjustment. <p>After Class: <i>Find on Brightspace:</i> Optional Second Quiz</p>
*	May 5 at Noon			<p><i>Optional Second Quiz due via email to Prof. Freeman at sf14@nyu.edu (Law students with conflict final exams- see me for a deadline adjustment.)</i></p>

Summary of Deadlines of Deliverables

(this list does not include reading assignments and out-of-class simulation work)

Day before Class 1 Google Forms Brief Pre-Course Anonymous Survey

Class 2 via Brightspace First memo on Vernon/Green simulation

Class 3 via Brightspace First quiz

April 19 First Draft of Bountiful Table Contract (½ of law students)

April 24 10 a.m. Second Draft of Bountiful Table Contract (other ½ of law students)

Class 6 Second memo on Bountiful Table Contract Drafting and Negotiation Simulation

Class 6 Class Participation Self-Assessment via Google Forms

Due via Brightspace
May 5 at Noon Optional second quiz

*Law students
with conflicting
final exams
please see me
for a deadline
adjustment.*

