

## **BUSINESS ASSOCIATIONS SYLLABUS FALL 2021**

Caroline Bradley

**Casebook:** William A. Klein, J. Mark Ramseyer, Stephen M. Bainbridge, BUSINESS ASSOCIATIONS: CASES AND MATERIALS ON AGENCY, PARTNERSHIPS, LLCs, AND CORPORATIONS (10th Edition, 2018)

This syllabus includes mostly the cases in the Casebook, although it refers also to some additional cases I plan (as of August 2021) to include. As the semester develops I will add a small number of additional cases: generally at the end of the semester I like to focus on some recent decisions. The syllabus is indicative and weekly assignments may need to be adjusted.

**Course assessment:** Your performance in this class will be assessed by means of 1 interim written assignment to be submitted by October 8, 2021 (the Friday before Fall Break) for 25% of the final grade and an online take-home final examination for 75% of the final grade.

### **Academic Integrity Policy**

Students are expressly prohibited from recording any part of this course. Meetings of this course might be recorded by the University. Any recordings will be available to students registered for this class as they are intended to supplement the classroom experience. Students are expected to follow appropriate University policies and maintain the security of passwords used to access recorded lectures. Recordings may not be reproduced, shared with those not in the class, or uploaded to other online environments. If the instructor or a University of Miami office plans any other uses for the recordings, beyond this class, students identifiable in the recordings will be notified to request consent prior to such use.

### **ADA Policy**

If a student has a disability, or suspects that he or she may have a disability, please contact Jesse Howell, Coordinator, Office of Disability Services, for information about available opportunities, resources, and services. Her phone number is 305-284-9907, and her email address is [disabilityservices@law.miami.edu](mailto:disabilityservices@law.miami.edu).

### **WEEK 1: August 23-27**

**Reading Assignment: Casebook pages 1-24** (Gorton v Doty, A., Gay Jenson Farms v Cargill, Inc., Mill Street Church of Christ v Hogan, Three-Seventy Leasing Corporation v Ampex Corp., Watteau v Fenwick)

Note: You can access the Restatement 3rd of Agency via the Hein Online link on the Law School Library web page (look in Hein Online (via the quick link) and then find the American Law Institute Library).

**Assignment for Class Discussion:** Introduction to Business & Society and Agency (discussion based on Gorton v Doty)

### **WEEK 2 August 30-September 3**

**Reading Assignment: Casebook pages 25- 82** (Botticello v Stefanovicz, Hoddeson v Koos, Atlantic Salmon v Curran, Humble Oil v Martin, Hoover v Sun Oil, Murphy v Holiday Inns, Miller v McDonald's, Ira S Bushey & Sons v US, Manning v Grimsley, Arguello v Conoco, Majestic realty v Toti Contracting, Reading v Regem, Rash v JV Intermediate, Town & Country House & Home Service v Newbery)

**Assignment for Class Discussion:** Agency problem

### **WEEK 3 September 6-10**

**Reading Assignment:** Please read the **Florida Revised Uniform Partnership Act** (the Florida version of the Revised Uniform Partnership Act) (link provided via the class blog). It is a good idea to have a sense of the entire statute although we will focus on some specific provisions.

Please also read **Casebook pages 83-139** (Fenwick v Unemployment Compensation Commission, Martin v Peyton, Southex Exhibitions v Rhode Island Builders Association, Young v Jones, Meinhard v Salmon, Sandvick v LaCrosse, Meehan v Shaugnessy, Lawlis v Kightlinger & Gray, In Re Fulton, National Biscuit Company v Stroud, Summers v Dooley, Day v Sidley & Austin)

**Assignment for Class Discussion:** Problems on partnership formation and management including exercise on partnership statute.

### **WEEK 4 September 13-17**

**Reading Assignment: Casebook pages 139-186** (Owen v Cohen, Collins v Lewis, Giles v Giles Land Company, Prentiss v Sheffel, Pav-Saver Corporation v Vasso Corporation, Kovacik v Reid, G&S Investments v Belman, In Re El Paso Pipeline Partners LP Derivative Litigation).

**Assignment for Class Discussion:** Problems on partnership dissolution including exercise on partnership statute.

**Agency/ Partnership Problem: an assessed exercise for 25% of the course grade due October 8, 2021**

### **WEEK 5 September 20-24**

**Reading Assignment: Casebook pages 187-232** ( Boilermakers Local 154 Retirement Fund v Chevron Corp., [add **Salzberg v. Sciabacucchi** (Del. Sup. 2020)] Walkovsky v Carlton, Sea-Land Services Inc. v Pepper Source , Frigidaire Sales Corp. v Union Properties Inc., A.P. Smith Manufacturing Co. v Barlow, Dodge v Ford Motor Co, Shlensky v Wrigley) (also LLPs: Florida Statutes § 620.8306).

**Assignment for Class Discussion:** legal entity, LLPs/veil piercing discussion and/or problem.

### **WEEK 6 September 27-October1**

**Reading Assignment: Casebook pages 233-276** (LLCs and add digital organizations) and **277-303** (corporations- duty of care) ( Duray Developments LLC v Perrin, Elf Atochem North America Inc. v Jaffari, Fisk Ventures LLC v Segal, Netjets Aviation Inc. v LHC Communications LLC, McConnell v Hunt Sports Enterprises, Racing Investment Fund 2000

LLC v Clay Ward Agency, Inc., New Horizons Supply Co-operative v Haack, Kamin v American Express Company, Smith v Van Gorkom, Francis v United Jersey Bank)

**Assignment for Class Discussion:** LLC/duty of care discussion/problems.

### **WEEK 7 October 4-8**

#### **Writing Assignment due October 8**

**Reading Assignment: Casebook pages 303-358** (Bayer v Beran, Benihana of Tokyo v Benihana, Broz v Cellular Information Systems Inc., In Re eBay Inc. Shareholders Litigation, Sinclair Oil Corp. v Levien, Zahn v Transamerica, Fliegler v Lawrence, In Re the Walt Disney Co. Derivative Litigation, Stone v Ritter) [add Marchand v Barnhill (Del. Supr. 2019)]

**Assignment for Class Discussion:** duty of care, conflicting interest transactions, duty of loyalty, duty of good faith.

### **WEEK 8 October 11-15 Fall Break**

### **WEEK 9 October 18-22**

**Reading Assignment: Casebook pages 358-410** (derivative litigation) [add In re Tesla Motors, Inc. Stockholder Litigation (Del. Ch. 2020)], In re Oracle Corporation Derivative Litigation (Del. Ch. 2019 and 2020)] (In Re Medtronic Inc. Shareholder Litigation, Grimes v Donald, Marx v Akers, Auerbach v Bennett, Zapata v Maldonado, Delaware County Employees Retirement Fund v Sanchez, In Re China Agritech Inc. Shareholder Derivative Litigation)

Assignment for Class Discussion: derivative litigation problems.

### **WEEK 10 October 25-29**

**Reading Assignment: Casebook pages 419-468** (Robinson v Glynn, Doran v Petroleum Management Corp., Escott v Bar-Chris Construction Corp., Halliburton Co. v Erica P John Fund, Inc., West v Prudential Securities, Inc., Santa Fe Industries v Green, Deutschman v Beneficial Corp.)

Assignment for Class Discussion: disclosure discussion and problems.

### **WEEK 11 November 1-5**

Reading Assignment: Casebook pages 468-526 (Goodwin v Agassiz, SEC v Texas Gulf Sulphur, Dirks v SEC, Salman v US, US v O'Hagan, Reliance Electric Co. v Emerson Electric Co., Foremost McKesson Inc. v Provident Securities Company, Waltuch v ContiCommodity Services, Inc., Citadel Holding Company v Roven)

Assignment for Class Discussion: insider trading discussion and problems.

### **WEEK 12 November 8-12**

Reading Assignment: Recent decisions/other material.

Assignment for Class Discussion: TBA.

### **WEEK 13 November 15-19**

Reading Assignment: Casebook pages

Assignment for Class Discussion: Review questions and problems

**WEEK 14 November 23 for Section A; November 30 for Section B**

Assignment for Class Discussion: Review questions and problems.