

Representing Small Businesses

- I. Overview: the life cycle of a small business
 - a. From idea to plan
 - b. Formation
 - c. Doing business
 - d. Employees
 - e. Selling the business

- II. Intakes
 - a. Initial consult
 - i. Intake questionnaire
 - ii. Interviewing the business owner
 1. Inventorying the business
 2. Identifying the players
 3. Getting a timeline for business transactions
 - iii. Determining what services to provide
 1. Unbundled services and business transactions
 - iv. Negotiating your fee
 1. Value billing for the small business owner
 2. Flat fee vs. hourly vs. retainer

 - b. Structuring the engagement letter
 - i. Key provisions
 - ii. Sample engagement letter

- III. Business Planning
 - a. Purpose of a business plan
 - i. Roadmap for business owner
 - ii. Venture capital investment
 - iii. Bank and SBA lending
 - iv. Franchise planning

 - b. Writing a basic business plan
 - i. SWOT Analysis
 - ii. Vision or Mission statement
 - iii. Market analysis
 - iv. Marketing plan
 - v. Budget
 - vi. Income projections

- IV. Choosing the right entity
 - a. Corporations
 - b. LLCs
 - c. Partnerships
 - d. Sole Proprietors

V. Tax matters

- a. Business tax receipts
- b. Annual reports
- c. Income tax
 - i. State
 - ii. Federal
- d. Payroll taxes
- e. Sales tax

VI. Basic business agreements

- a. Services agreements
- b. Independent contractor agreements
- c. Vendor agreements
- d. Commercial leases
- e. Non-disclosure agreements

VII. Employment Issues

- a. Hiring
- b. Firing
- c. Employee manuals
- d. Employment agreements
- e. Wage & labor laws
- f. Non-compete agreements

VIII. Intellectual property issues

- a. Trade secrets
- b. Trademarks
- c. Copyrights
- d. Patents
- e. Licensing
- f. Franchising

IX. Litigation issues

- a. Causes of action
 - i. Collections
 - ii. Breach of contract
 - iii. Trademark infringement
 - iv. Tortious interference
- b. Demand letters
- c. Managing litigation

X. Exit Strategy Planning

- a. Buy/Sell Agreements
 - i. "Shotgun" clauses
 - ii. Preventing sale to a third party
 - iii. Funding the Buy/Sell

1. Insurance

2. Investment

- b. Asset purchases
- c. Stock/Unit purchases
- d. Retirement & succession planning
- e. Estate planning issues