2026 McNeice Start-Up Client Counseling Competition
Student Competition Problem

You run a small business law firm. You specialize in helping new businesses draft formation documents and file the necessary paperwork to form partnerships, LLCs, or corporations as well as advising them on the legal risks that their unique business may face (which may inform the choice of entity selection but may also inspire them to have you draft various documents for use with employees or customers or possibly seek specialized business insurance). You have been hired by Pat Taylor, an entrepreneur looking to start a new business in Spokane. In your first consultation meeting, Pat shared the following with you about his business:

Pat is hoping to form a business that will be co-owned by his cousin, Sandy Lee. He thinks that they will be able to share ownership, work/labor, profits, and decision-making equally. He said, "We are such good friends that it should be a strong foundation for the business." However, they do have different lifestyles. Pat is married with two young kids. He owns a home with his wife, and they save any extra money that comes their way. Sandy is single and spends his extra money on international travel – often taking vacations to exotic locations on short notice.

They plan to name this new business "YOURniture Repairs and Design" ("YRD" or "the business"). The "YOUR" in the business name reflects the fact that they will repair and create furniture to the customer's own specifications. If the customer needs the wooden legs repaired on an antique chair, Sandy is an expert woodworker who can work miracles at matching antique styles or customer drawings. Pat is the expert on fabric repairs (including stain removal and cleaning) as well as reupholstering furniture. Pat is also excellent at taking customer drawings and translating that into 3D models using design software. They expect that the business will get a lot of repair work in the first year, but eventually the custom creation portion of the furniture business will take off and make the most money. **Please note that Pat already has his brother, a trademark attorney, looking into intellectual property issues related to the name and logo for the business so you shouldn't investigate or analyze those issues.**

When he looked into the potential for this business, he discovered that Spokane is a great market for furniture repair and custom furniture design. Many Spokane customers will pay more for furniture that is going to last "a lifetime" to keep waste out of landfills. It is also a very "artistic" market, which means many customers want unique furniture that isn't mass produced so the custom design aspect of the business will be very appealing.

To get the business going, there won't be any huge early expenses. Both Pat and Sandy already own the tools they need to do this work, which includes things like sewing machines, electric saws, and carving equipment for shaping and shaving wood. They will store the furniture (from customers who are seeking repairs or the custom furniture in progress) at their own homes, and they will rent a van from U-Haul when they need to make deliveries to customers. However, when asked questions about the projected future of the business, Pat knows that they will eventually need to get a business loan to buy a delivery van for the business and possibly to purchase a 3D printer. He also thinks they will eventually need to hire some help as either employees or independent contractors since neither Pat nor Sandy is skilled at metalworking.

Some customers will likely want iron or other metal to be incorporated into designs. He thinks it might be good to lease a secure storage unit or even a storefront downtown eventually.

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For your next meeting with Pat, he is expecting you to advise him on:

> (1) what needs to be done to form this business, including what entity choice makes the most sense; and
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> (2) what unique legal risks the business might face, along with possible ways to address them.

For item (1), you may want to consult the Washington Secretary of State's website, which has helpful resources for new businesses (https://www.sos.wa.gov/corporations-charities). Obviously, your advice should also be informed by information you have learned in your law school classes. Item #2 asks you to think deeply and expansively about the client's business and the kinds of legal problems that it could face in the future. Can you anticipate ways to help him mitigate or manage the risks of this particular business? You do not need to draft any additional documents, but you should have ideas for how this business should move forward with these risks in mind.

You need to write up a memorandum (the "Competition Memo") that provides an overview of your advice to Pat on these two items. The Competition Memo must be submitted as a PDF by email to kiser@gonzaga.edu by 11:00 a.m. on September 14, 2026. It must be double-spaced with one-inch margins and in Times New Roman 12-point font. The Competition Memo may not exceed 2,500 words, including footnotes. The Competition Memo is written to provide a brief legal analysis to the client, and the tone and format should match that intended audience.

The live client advising portion of the competition will be held on September 25, 2026, and will consist of a 20-30 minute consultation with an actor portraying the client. At that meeting, the law student will present their analysis from the Competition Memo to the client (who will receive a written copy of it to review in advance) and answer questions from the client. Please mark your calendar to make sure that you can be available on September 25, 2026. If that date will be a problem, please reach out to Professor Kiser to discuss alternate arrangements before signing up to compete.

—End of 2026 Competition Problem—

Please see the McNeice Competition webpage for full competition rules and instructions.