

Getting the Deal Done!

Doing Cross-Border Deals under NY Law

(María Luisa Cánovas)

COURSE SYLLABUS AND READING LIST

Day 1 – Monday, June 26, 2023

Anatomy of a Cross-Border M&A Deal: What to keep in Mind

Reading for Day 1:

- [Bio](#) of Brett Barragate (Chair of the Americas Region at Jones Day's Financial Markets Practice)
- Jones Day: [Another Sweeping Wave of Resource Nationalism in Latin America: How to Protect your Investment](#)
- Review this [report](#) from Transparency International on Corruption Perception Index.
- SRS Acquiom M&A Deal Terms Study (2022).

Optional Reading:

- Read the following sections of the Asset Purchase Agreement (Pro-Seller Long Form) 2022 from Practical Law (Thomson Reuters):
 - Article VI [Covenants] with drafting notes (skim Section 6.04)
 - Article VII [Conditions to Closing] with drafting notes
 - Article IX [Termination] with drafting notes

Day 2 – Tuesday, June 27, 2023

International Negotiations: Thinking It Through

Reading for Day 2:

- [Bio](#) of Amy Becker (Head of Growth Strategy, Waterlogic)
- [Negotiation Skills and Strategies: Winning Over Reluctant Counterparts](#), by Katie Shonk, Harvard Law School (Program on Negotiation) (6/13/2022)
- [Three Negotiation Mistakes That Are Hurting Your Deals](#), by Chris Voss (11/25/2021)
- [Your Behavior is the Key to Winning the Deal According to Joe Valley](#) – Podcast hosted by Mark Raffan, Negotiations Ninja Podcast (2022)

Day 3 – Wednesday, June 28, 2023

ESG Investing and Why It Matters

Reading for Day 3:

- [Bio](#) of Mario Fernandez (Head of [Catalyst](#), Breakthrough Energy)
- [Have Climate Questions? Get Answers Here](#), by The New York Times Climate Desk (2023)
- [The Power of Capitalism](#), by Larry Fink, BlackRock (2022)

- [Investments in Solar Power Eclipse Oil for First Time](#), by Will Horner, The Wall Street Journal (2023)
- [FTC Weighs Stiff Penalties on Deceptive “Green” Marketing](#), by Dieter Holger, The Wall Street Journal (2023)
- [ESG: Trends to Watch in 2023](#), by Harvard Law School Forum on Corporate Governance (2023)

Optional Reading:

- [How an Organized Republican Effort Punishes Companies for Climate Action](#), by David Gelles and Hiroko Tabuchi, The New York Times (2022)
- [Planned Sale of Emerging-Market Coal Plants Is Test Case For Phaseout Plans](#), by Ed Ballard, The Wall Street Journal (2022)

Day 4 – Thursday, June 29, 2023

Corporations as “Good Actors”: The “G” and the “S” in ESG

Reading for Day 4:

- [Bio](#) of Carin-Isabel Knoop (Executive Director of the Harvard Business School Case Research & Writing Group and co-author of “Compassionate Management of Mental Health in the Modern Workplace)
- [Bio](#) of Paloma Valor (Jones Day, Of Counsel, prior Chief Trust and Global Compliance Officer at IBM)
- [Mind the Workplace 2022 Report](#), Mental Health America (2023)
- [Mental Health in the Workplace: Predicted Trends For 2023](#), Jess Cording, Forbes (2023)
- [The 8 Responsibilities of Chief Sustainability Officers](#), E. Farri, P. Cervini, and G. Rosani, Harvard Business Review (2023)
- [Putting the H\(uman\) in ESG](#), by Carin-Isabel Knoop, Medium (2022)

Optional Reading:

- [Lessons from COVID to manage stress at work: Learn. Monitor. Distance. Protect. Connect](#), by Carin-Isabel Knoop, Medium
- [Compassionate Management of Mental Health in the Modern Workplace](#), by Carin-Isabel Knoop and Johan A. Quelch, Springer
- [ESG Foundation Podcast](#)
- [ESG Now Podcast](#) (MSCI)
- [ESG Insights](#) (Deutsche Bank)
- [ESG Insider](#) (S&P Global)