Welcome to the spring 2018 Business Transactions and Document Drafting course. Your faculty – who devoted considerable time during the “off-season” rethinking, tweaking, updating and refreshing this spring term-only course and associated materials, resources and assignments – is very excited about your participation in this “real world”, skills-based learning opportunity and experience. We are also pleased to participate in the law school’s strategic initiative in experiential learning, and the related transformation of the traditional law school teaching model to one that provides multiple opportunities for exposure to, and engagement and education concerning, the skills and competencies practicing lawyers need in representing clients in business, contract, finance and transactional matters.

As you know, our first class will be held on Wednesday, January 10th (in Room 355D). Please log-on to the course TWEN site and navigate, “surf” and familiarize yourself with its navigation links, features, folders and contents, prior to January 10th. This includes the complete Course Syllabus (with Ground Rules and Administrative Matters) and Course Schedule & Reading Assignments outline.

Our first class will be largely introductory and foundational in nature, discussing the planned framework for and progression of the course as well as the business lawyer’s role, functions, skill-set and value-adds. We will also introduce some of the important “building block” constructs, tools, considerations and resources in approaching, practicing, developing and executing skilled business contract and document drafting. The class – which will be led by Professor Aronson (the course’s leader, organizer and coordinator, and one of the four adjunct faculty members – all experienced corporate, capital markets and M&A law practitioners – who will teach the course over the term) – is expected to cover the following topics:

- Course Overview & Full Syllabus with Assigned Reading List; Ground Rules & Administrative Matters; Respect & Professionalism; Class Participation & Exercises; Grades (and “Scoring” of Assignments) and Assignment Feedback; Course TWEN Site and Other Resources; Adjunct Faculty, Office/Office Hours & Appointments

A. Introduction: Business/Transactional Lawyer’s Role, Skills-Base, Approach, Rigor, Functions and Value-Adds (Business Lawyer’s Role as Trusted Counselor, Strategist, Translator, Issues Identifier/Narrower/Resolver, Drafter, Advocate, Negotiator, Risk/Compliance Advisor, Choreographer & Execution Specialist)
B. Framework for Developing Proficiency in Contract Drafting and Transaction Negotiation: Client-Centered Approach – Building Trust; Assessing, Creating and Adding Value Early, Often and Throughout the Client Relationship

C. Building Blocks and Critical Provisions of Contracts and Business Documents

D. Negotiating Contracts & Transactions – The Art and Craft of Negotiation through Active Listening, Analyzing, Drafting, Leveraging Information and Utilizing Qualification, Limitation and Exception Tools & Resources

E. A Primer on (and the Importance of) Letters of Intent (LOIs) and Term Sheets

F. A Model for Developing and Improving Contract Drafting Skills

Prior to our first class, all students are expected to have read the following materials (or to have "skimmed" certain contracts and documents as noted below and as accessible via the Documents & Forms Supplement and Additional Course Materials navigation links on the course TWEN site):

- Fox – Table of Contents; Chapters 1 and 2
- Course Materials Book (Vol. I, forepart) – Table of Contents; Course Syllabus; Ground Rules & Administrative Matters; Course Overview & Schedule (Pages i-viii)
- Course Materials Book – Read Pages 2 - 27 (Framework, Part I), 673 - 677, 679 - 686; and Skim Pages 34 - 67 (Building Blocks & Illustrative Provisions)
- Practical Law – Read Drafting or Reviewing a Commercial Contract; and Surf/Browse Corporate and M&A resources
- Case – Find and Read United Rentals, Inc v. Ram Holdings, Inc, 937 A.2d 810 (Del. Ch. 2007)
- Documents & Forms Supplement (Navigation link on Course TWEN site) – Selected Consumer Contracts folder (Skim all six contracts)
- Additional Course Materials (Navigation link on Course TWEN site) – Read (posted articles) Wordsmithing – Why contract language shouldn’t be an afterthought (K. Adams); and What They Don’t Teach Law Students: Lawyering (D. Segal)

The Charles M. Fox text (Working with Contracts - What Law School Doesn’t Teach You (2d ed. 2008)) and Course Materials Book (two volume set) are available in the UF Law bookstore. Regarding your “Skim” review of illustrative and form contracts and provisions and other materials, please “don’t freak out” as you work your way through these – you are not expected to understand or appreciate (at least, not entirely for now) these documents, clauses and materials at this time. Instead, you are expected to get acquainted and become generally familiar with the overall structure, organization, terms, language and “flow” of these provisions and materials (particularly the agreements), their component parts and how they are assembled and “work” together.

Finally (and importantly), there will be a mandatory (one hour) Online Webinar on Thursday, January 11th, starting at 6:00 pm. Please put this on your calendar now, and make sure you’re logged in and ready to participate by no later than 5:50 pm. During the
Webinar, a seasoned lawyer and experienced trainer from Practical Law (Thomson Reuters Legal Solution) (“PL”) will review the PL database, platform and resources, in a session entitled Introduction, Overview and Useful Resources for Law Students & Developing Business Lawyers (log-in and access details will be provided by separate email from PL on Monday, January 8th). Again, this Webinar is required (not optional) – your ability to access, navigate and use the PL database and associated resources will be important over the term to your learning experience, class discussion and in-class and homework exercises.

On behalf of the course faculty, I look forward to seeing you in class, and beginning this unique and hopefully interesting and impactful learning journey together, on January 10th.

Daniel H. Aronson  
Adjunct Professor | University of Florida Levin College of Law  
Partner | Berger Singerman LLP