

BUSINESS TRANSACTIONS AND DOCUMENT DRAFTING

University of Florida Levin College of Law
Law 6802
Spring Term - 2018

COURSE SYLLABUS

ADJUNCT FACULTY / INSTRUCTORS / COACHES:

Daniel H. Aronson (Leader, Organizer & Coordinator) – Partner | Berger Singerman LLP
ofc – (305) 714-4377 | *email* – Daronson@bergersingerman.com | *support* - Betty Donaldson
Louis T. M. Conti – Partner | Holland & Knight LLP
Gardner F. Davis – Partner | Foley & Lardner LLP
Gregory C. Yadley – Partner | Shumaker, Loop & Kendrick LLP

CLASS DAY, TIME AND ROOM:

Wednesdays – 1:00 pm to 2:50 pm (commencing January 10, 2018)
Classroom – 355D (Holland Hall)

COURSE DESCRIPTION & OBJECTIVES: This Course – a skills-based, experiential learning seminar and workshop – aims to help students transition from classroom desk to law office drafting and negotiating table, where a premium is placed on critical thinking, problem solving, focused advocacy, collaboration, crisp execution and clear and effective business document drafting. Over the course of this term, these objectives will be accomplished (or, at least, attempted in earnest) through:

- Engaging, hands-on classroom instruction, exchanges and discussion (grounded in the assigned reading materials and course resources) led by adjunct faculty members who are experienced and recognized corporate, finance, securities and M&A practitioners
- In-class exercises and homework (drafting) assignments
- Exposure to a wide variety of business and transactional documents, provisions, drafting styles, scenarios and resources
- Students being challenged to appreciate, practice and (further) develop core competencies and skills (and related tools, techniques and resources) that will likely be critical early in their professional careers
- Faculty feedback and commentary on homework (drafting) assignments

BOOKS AND MATERIALS: The principal books and resource materials for this course are:

Course Materials Book (Volumes I and II) (compiled and edited by Daniel H. Aronson)
Charles M. Fox, *Working with Contracts: What Law School Doesn't Teach You* (2nd ed. 2008)
Documents & Forms Supplement (accessible solely via the Course TWEN site)
Practical Law (Thomson Reuters) Forms, Practice Pointers, Toolkits, Checklists & Resources

Additional articles, outlines, documents (including drafts), exercises, databases and other resources will be introduced and made available from time to time during the term (via in-class handouts, TWEN site posting and data base searches). Students are strongly encouraged to read regularly (daily) *The Wall Street Journal* (a form for discounted student/online subscriptions will be provided during our 1st class).

CLASS SCHEDULE, TOPICS & READING ASSIGNMENTS: A detailed *Course Schedule & Reading Assignments* outline, a copy of which will be distributed during our 1st class, has been posted on the Course TWEN site.

CLASS PREPARATION AND ATTENDANCE; ASSIGNMENTS; EVALUATION OF ASSIGNMENTS & GRADING: Because the class meets only once each week, and given the skills-based, drafting-focused and “hands-on” interactive nature of the Course and planned exercises, both advance preparation for and attendance at ALL class sessions are essential to your learning experience. Students are expected to read all assigned materials (per the detailed *Course Schedule & Reading Assignments* outline to be distributed during our 1st class and as posted on *TWEN* and/or otherwise assigned by faculty) in advance of each class. Drafting exercises and certain other assignments will be distributed (and then submitted by students, and reviewed and “scored” by faculty) – both in class and via *TWEN* site submission and posting – throughout the term. There is no Final Exam for this Course.

Each student’s final grade will, subject to the College of Law’s applicable grading curve, be based on a composite of all “scored”/graded homework assignments, as well as thoughtful and meaningful participation and performance in class (including in our planned in-class drafting exercises). Please see the Course “*Ground Rules & Administrative Matters*” accompanying this *Syllabus* and posted on the Course *TWEN* site. Further information regarding grades and grading policies can be found here: <https://catalog.ufl.edu/ugrad/current/regulations/info/grades.aspx>

EXPECTED LEARNING OUTCOMES: As a result of completing this course, students should be able (at a junior, entry practice level) to:

- Understand, recognize and work with the “building blocks” of all business contracts as well as approaches, techniques and resources they can use to start and complete business drafting projects with confidence and proficiency
- Review, understand, draft and “mark-up”, with a goal of skillful negotiation, execution and implementation of, a variety of business, organizational, financing and transactional documents commonly encountered in the life-cycle of business enterprises
- Demonstrate an understanding of, practice and (further) develop related core competencies and skills (including those of organization and planning, critical analysis, parsing and thinking through positions, language and issues in the context of client goals and directives, and client counseling and expectations management) in drafting, revising and negotiating business documents
- Demonstrate an appreciation of “client-centered” advocacy, and the need for cooperation and collaboration, in both (i) creating and adding value to the client’s business and transactional goals and (ii) translating business concepts and understandings into written contracts, provisions and documents
- Understand the need for continuous self-improvement, including via additional steps, practices, groups and resources to continue the development of a professional identity and to help transition to a professional, business-oriented law practice

OFFICE HOURS; MEETINGS WITH FACULTY. The four members of your course faculty are full-time practicing attorneys who work (and live) outside the Gainesville area. Generally, an “on duty” adjunct will be at the law school each Wednesday during the term, approximately two hours before and one to two hours after each class. Occasionally, your faculty may be on campus other days and times as well. We will maintain an “open door” policy while at the law school (in our assigned faculty office in Holland Hall), seeing students on a “first come, first (re)served” basis. If you desire to schedule an appointment, please contact the instructor teaching the class the week in question to arrange a mutually convenient time to meet. In addition, as part of the Course, we encourage each student to meet with each of the four adjunct faculty members at least once (outside of class) during the term.

PREREQUISITES: The Course – a two credit skills-based seminar and workshop – is limited to 20 law students, with registration preference (based on submitted applications and a point system) given to 3Ls who have completed certain courses (Unincorporated Business Enterprises, Securities Regulation and Mergers & Acquisitions). In addition, the Course is only available to students who have completed the Legal Drafting course and either the Corporations or Business Associations Survey course.

OTHER INFORMATION: Certain additional and other information concerning attendance, grading (and “*scoring*” of assignments), submission of assignments, students requiring accommodations, course evaluations, class demeanor, the University’s Honesty Policy and the Counseling and Wellness Center may be found in the Course “*Ground Rules & Administrative Matters*” accompanying this *Syllabus* and posted on the Course *TWEN* site.

GROUND RULES & ADMINISTRATIVE MATTERS

Attendance, Preparation & Participation; Professionalism & Respect. Students are required to attend every class (barring emergency or illness excused in advance) and to be fully prepared for and participate in all class discussions, exchanges and exercises. Absences will be excused consistent with University of Florida policies listed in the catalog (see <https://catalog.ufl.edu/ugrad/current/regulations/info/attendance.aspx>) and require appropriate documentation. Please be and stay engaged, prepared and committed. Advance preparation includes reading and thoughtfully considering all assigned material and thinking about and preparing responses (including drafting) to assigned questions and exercises. Students should expect to spend, on average, approximately three-to-four hours preparing for every one hour of class time. In class, you are expected (i) to volunteer, willingly respond and to participate when called upon and (ii) to conduct yourself professionally, and to respect and be courteous to your fellow classmates (and faculty).

Reading Assignments. The detailed *Course Schedule & Reading Assignments* outline (posted on *TWEN* and to be distributed during our first class) lists the reading materials assigned, on an *advance*, class-by-class basis, over the course of the spring term. This list (and your advance review and reading assignments) will be updated, revised and supplemented from time to time, either in class by the assigning faculty member or via periodic posting on *TWEN*. Importantly, your faculty relies heavily on the assumption that each student will timely complete all assigned reading in advance of the applicable class.

Grading (and Assignment “Scoring”). Your final grade in this Course will be based on:

- 90 % - Performance (Composite Scores) on Homework Assignments
- 10 % - Class Participation (including timeliness, preparation, thoughtfulness, meaningful engagement, respect and performance, in the Course Coordinator’s discretion)

Preparing and Submitting Homework Assignments; Late Submissions. All homework exercises and assignments (*seven* are planned) will be assigned and submitted solely via the *Assignments & Quizzes* link on the Course *TWEN* site. Please review and follow carefully the “*Guidelines for Preparing and Submitting Homework Assignments*” posted on the Course *TWEN* site (at the beginning of the *Assignments & Quizzes* link).

Note on Assignment Deadlines: Your faculty reserves the right not to accept any assignment which is submitted late (*i.e.*, after the posted “due” date and time). If a faculty member determines to accept a tardy submission, the “score” for that submission will automatically be lowered by 10%.

Collaboration; Use of Forms, Precedents and External Resources; Doing your Own Work. In general, all scored/graded work, exercises and assignments in this Course will be *individual* in nature (with each student expected to do his or her own work). When students are expected to work in pairs or teams, the assigning faculty member will make that clear. There will be much class discussion about the proper role, selection, scrutiny and use of forms, precedent documents and other resources in the course of document preparation, drafting and negotiation. At best, a form is only a starting point. Using a form, precedent or drafting resource is not the same thing as using (or basing one’s work on) another student’s work, drafting effort or responses (the latter is impermissible plagiarism), whether from this or a previous version or offering of this course. If you have any questions about this, please ask. The University Honesty Policy (see below) applies to this Course and all student work on and submissions of exercises and assignments.

University Honesty Policy. UF students are bound by *The Honor Pledge* which states, “We, the members of the University of Florida community, pledge to hold ourselves and our peers to the highest standards of honor and integrity by abiding by the Honor Code. On all work submitted for credit by students at the University of Florida, the following pledge is either required or implied: *On my honor, I have neither given nor received unauthorized aid in doing this assignment.*” The Honor Code (<https://www.dso.ufl.edu/sccr/process/student-conduct-honor-code/>) specifies a number of behaviors that are in violation of this code and the possible sanctions. Furthermore, each student is obligated to report any condition that facilitates academic misconduct to appropriate University personnel. If you have any questions or concerns, please consult with the leader and organizer of this Course (Prof. Aronson) or any other faculty member teaching this Course.

Students Requiring Accommodations. Students with disabilities requesting accommodations should first register with the Disability Resource Center (352.392.8565, www.dso.ufl.edu/drc/) by providing appropriate documentation. Once registered, students will receive an accommodation letter which must be presented to the instructor when requesting accommodation. Students with disabilities should follow this procedure as early as possible in the semester.

Course Evaluations. Students are expected to provide feedback on the quality of instruction in this course by completing online evaluations at <https://evaluations.ufl.edu>. These evaluations are typically open during the last two to three weeks of the semester, but students will be given specific times when they are open. Summary results of these assessments are available to students at <https://evaluations.ufl.edu/results/>. In addition, a detailed, customized Course Evaluation Form will be distributed prior to, and collected at, the final class of the term.

Class Demeanor. Students are expected to arrive to class on time and behave in a manner that is respectful to the instructor and to fellow students. Please avoid the use of cell phones and laptops or tablets (other than for class-related work) and restrict eating to outside of the classroom. Opinions held by other students should be respected in all discussions, and conversations that do not relate or contribute to the discussion should be avoided or held to a minimum.

Materials and Supplies Fees. There are no additional fees for this Course.

Counseling and Wellness Center. Contact information for the Counseling and Wellness Center: <http://www.counseling.ufl.edu/cwc/Default.aspx>, 392-1575; and the University Police Department: 352-392-1111 or 9-1-1 for emergencies.