

## Course Syllabus

General Counsel Practicum  
Fall Semester 2018

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### Course Website:

TWEN

### Required Text:

We will upload various deal documents (or excerpts thereof) before each class. I will post the various documents on the website. Please review the documents prior to class.

A website for the course has been created on The West Education Network (TWEN): <http://lawschool.westlaw.com/twen/>. The website will host an increasing number of PowerPoint slides and other course materials as the semester progresses.

### Prerequisite Knowledge and Skills:

This class requires some basic business law knowledge. We will build that knowledge with to address how to work through complex commercial deal documents.

### Purpose of Course:

This is an advanced business law class. It teaches you how to think through complex agreements with high end practitioners, all of whom are in-house. Much of our time will be devoted to working through specific deal provisions in their business context.

### Course Goals and/or Objectives:

Students who successfully complete this course will be able to:

- Appreciate the forces – both legal and non-legal – that motivate the behavior of parties in a transaction;
- Interpret, analyze, and assess individual clauses, sections of an agreement and the overall agreement (holistically);
- Identify risk in provisions as well as how to shift risk; and
- Evaluate how law shapes business opportunities and business objectives.

## **How This Course Relates to the Student Learning Outcomes in the College of Law:**

This course builds core competencies in the how to practice sophisticated law. Students who are in this class are looking for practical application of concepts that they have learned in contracts, corporations, law and entrepreneurship, and other business law classes.

### **Course Policies:**

**Attendance Policy:** Any student that misses more than 2 (2) classes for the course may be dropped from the class. I use *may* rather than *shall* because health issues will be treated differently from other absences (so long as you email me in advance). Habitual tardiness to class will be treated the same as absence from the class. I take attendance in the beginning of each class. I take this policy seriously because in the real world, absenteeism and tardiness are punished. You need to start thinking and acting like a professional while in school. I can give you lots of war stories of people who do not hit the ground running in practice and were tainted with a bad reputation from Day 1. Do not let it happen to you.

I may need to reschedule some classes during the course of the semester. My preference is to front load these make-up dates so as to provide for some cushion later on in the class to go over old exams and general questions.

Finally, let me address a subject that has agitated a great many electrons on the law professor blogs and listservs: the use of laptop computers in class for things other than taking notes or looking at the statutes. I think it is anachronistic and honestly, beneath me, to do anything so draconian as to force students to write instead of type (I work almost exclusively on a keyboard). I am going to work very, very hard to teach this complex material in a way that makes sense and highlights the theory and practice in a digestible way. I hope you reciprocate by using (i.e. not using) your electronic window to the world and others responsibly while in class.

**Exam Policy and Grading:** The final grade in this course will have the following components:

Class participation – 10%

Take home exam – 90% (You have until the end of finals to turn it in. You may write 1,000 words maximum.) You can purchase it here -

<https://hbsp.harvard.edu/import/552867>. The exam is \$4.25 because you have to purchase the HBS case study. That is the only cost for the course. Don't complain – I could have assigned a \$200 casebook.

Your call to the question – Is it possible to fix this deal? Analyze how you got the current state and what this means in terms of particular provisions that you might want to change and/or explain why you cannot salvage the deal on its current terms or with some changes.

**Make-up Policy:** Make up policy will be designed on an individualized basis based on the particular issues a student may have.

**Assignment Policy:** Do the reading(s) for each class. The list of guest lecturers has not been finalized yet. There may be some exercises (not for credit) due before each class. The documents will be uploaded to TWEN roughly a week before class.

**Course Technology:** We will use TWEN. Please join the TWEN site.

### **UF Policies:**

**University Policy on Accommodating Students with Disabilities:** Students requesting accommodation for disabilities must first register with the Dean of Students Office (<http://www.dso.ufl.edu/drc/>). The Dean of Students Office will provide documentation to the student who must then provide this documentation to the instructor when requesting accommodation. You must submit this documentation prior to submitting assignments or taking the quizzes or exams. Accommodations are not retroactive, therefore, students should contact the office as soon as possible in the term for which they are seeking accommodations.

**University Policy on Academic Misconduct:** Academic honesty and integrity are fundamental values of the University community. Students should be sure that they understand the UF Student Honor Code at <http://www.dso.ufl.edu/students.php>.

**Netiquette: Communication Courtesy:** All members of the class are expected to follow rules of common courtesy in all email messages, threaded discussions and chats. See <http://teach.ufl.edu/docs/NetiquetteGuideforOnlineCourses.pdf>

#### Getting Help:

For issues with technical difficulties for E-learning in Sakai, please contact the UF Help Desk at:

- [Learning-support@ufl.edu](mailto:Learning-support@ufl.edu)
- (352) 392-HELP - select option 2
- <https://lss.at.ufl.edu/help.shtml>

\*\* Any requests for make-ups due to technical issues MUST be accompanied by the ticket number received from LSS when the problem was reported to them. The ticket number will document the time and date of the problem. You MUST e-mail your instructor within 24 hours of the technical difficulty if you wish to request a make-up. Other resources are available at <http://www.distance.ufl.edu/getting-help> for:

- Counseling and Wellness resources
- Disability resources

- Resources for handling student concerns and complaints
- Library Help Desk support

Should you have any complaints with your experience in this course please visit <http://www.distance.ufl.edu/student-complaints> to submit a complaint.

Statement related to workload/ABA Standard 310:

• Students should expect to spend, on average, approximately two hours preparing for every hour of class.

### **Out of Class:**

I am almost always available by phone or e-mail or in my office, but formal office hours will be Tuesday from 2-3pm.

### **Policies:**

See generally <http://www.registrar.ufl.edu/catalog/policies/regulationgrades.html>. Grading is based on the final exam. I will award 5 points total for class participation that will count towards the final raw score. Three points (three students) total will be awarded by me. Two points (two students) total will be awarded by the class based on blind voting.

### **Makeups:**

I will have a makeup during the semester. We will discuss make-up days the first day of class.

### **Disability Syllabus Statement**

The University of Florida is committed to providing equal educational access to students with disabilities. As you are developing and/or updating your syllabi for the spring semester, please take a moment to review the university's "[Policy on Course Syllabi](#)" which specifies the inclusion of the following recommended statement related to accommodations for students with disabilities:

“Students with disabilities requesting accommodations should first register with the Disability Resource Center (352-392-8565, [www.dso.ufl.edu/drc/](http://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 accommodations. Students with disabilities should follow this procedure as early as possible in the semester.”

A disability syllabus statement serves to open the lines of communication between an instructor and a student by making the student feel included when approaching an instructor regarding accommodation needs and/or disability-related concerns.

Additional resources for faculty can be found on the Disability Resource Center's Instructor Resources webpage (<https://www.dso.ufl.edu/drc/faculty/resources-for-instructors>). Please contact the Disability Resource Center at 352-392-8565 or via e-mail at [accessuf@dso.ufl.edu](mailto:accessuf@dso.ufl.edu) if you have any questions.