

# BUSINESS TRANSACTIONS AND DOCUMENT DRAFTING

University of Florida Levin College of Law  
LAW 6802  
Spring Term - 2019

## COURSE SYLLABUS

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### FACULTY / INSTRUCTORS:

**Daniel H. Aronson** (Leader, Organizer & Coordinator) – Partner | Berger Singerman LLP  
*ofc* – (305) 714-4377 | *email* – Daronson@bergersingerman.com | *support* - Betty Donaldson (Rm 323)  
**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 9, 2019)  
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 a business-focused (and client-centered) orientation, critical thinking, focused advocacy, collaboration, crisp execution and clear and effective business document drafting. Over the spring term, these objectives will be accomplished (or, at least, attempted in earnest) through:

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

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

- *Course Materials Book* (compiled and edited by Prof. Daniel H. Aronson)
- Charles M. Fox, *Working with Contracts: What Law School Doesn't Teach You* (2<sup>nd</sup> ed. 2008)
- *Documents & Forms Supplement* (accessible solely via the course TWEN site)
- *Practical Law* (Thomson Reuters Legal Solution) Database and Resource Platform

Additional articles, outlines, documents (including forms and precedents), 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 assigned database searches). Please make sure you are registered on the course TWEN site. Students are strongly encouraged to read regularly (daily) *The Wall Street Journal* (a form for discounted student/online subscriptions will be provided during our 1<sup>st</sup> class).

CLASS SCHEDULE, TOPICS & READING ASSIGNMENTS: A detailed *Course Schedule & Reading Assignments* outline (on a class-by-class basis), a copy of which will be distributed during our 1<sup>st</sup> class, has been posted on the course *TWEN* site.

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” and key provisions of all business contracts as well as tools, approaches, techniques and resources they can use to start and complete business document drafting projects with confidence and proficiency
- Demonstrate an understanding of, practice and (further) develop core competencies, skills and a body of knowledge (including re: organization and planning, critical analysis, parsing and thinking through positions and issues in the context of client goals and directives, and client counseling, dealing with opposing counsel and management of expectations) in drafting, revising, negotiating and completing business documents
- Display an appreciation of business and financial considerations and “client-centered” thinking and advocacy, and the need for respect, cooperation and collaboration, in both (i) creating and adding value to the client’s business, financing and transactional goals and (ii) translating business concepts and understandings into written provisions, contracts and documents
- Review, understand, draft and “mark-up”, with a goal of skillful formulation, negotiation, execution and implementation of, a variety of business, organizational, financing and transactional documents commonly encountered by “corporate” lawyers in the life-cycle of business enterprises
- Appreciate the need for concerted practice and continuous self-improvement, to continue the development of a professional identity and to help transition to a professional, skilled, respected business-oriented law practice

CLASS PREPARATION AND ATTENDANCE; EXERCISES AND ASSIGNMENTS; FACULTY EVALUATION, “SCORING” & 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 mandatory and essential to the student learning experience. Students are expected to arrive at each class on time, and to read all assigned materials (following the detailed *Course Schedule & Reading Assignments* outline as posted on the course *TWEN* site and to be distributed during our 1<sup>st</sup> class and/or as otherwise assigned by faculty) in advance of each class. Drafting exercises and assignments will be distributed (and then completed and 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 preparation, 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 also posted on the *TWEN* site. Further information regarding grades and grading policies can be found at this link: <https://catalog.ufl.edu/ugrad/current/regulations/info/grades.aspx> .

OFFICE HOURS; MEETINGS WITH FACULTY. The four members of your course faculty are full-time, senior practicing attorneys who work (and live) outside the Gainesville area. Generally, an “on duty” (teaching) 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 course faculty may be on campus other days and times as well. Students are encouraged to meeting with faculty, either to ask questions or simply to introduce themselves. The faculty will maintain an “open door” policy while on campus (in our assigned adjunct faculty office in Holland Hall), meeting with students on a “first come, first (re)served” basis. If you desire to schedule an appointment, please contact the faculty member teaching the class the Wednesday 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 advance registration applications and a point scoring system) given to 3Ls who have completed certain courses (Business Enterprises Survey, 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 Enterprises Survey course.

OTHER INFORMATION: Certain additional and other information concerning attendance, grading (and “scoring” of assignments), submission of assignments, students requiring accommodations, end-of-term course evaluations, professionalism and demeanor, UF Law’s Honor Code, 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.

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## GROUND RULES & ADMINISTRATIVE MATTERS

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**Attendance, Preparation & Participation; Professionalism & Respect.** Students are required to attend every class (barring illness or serious family emergencies 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/UGRD/academic-regulations/attendance-policies>) and require appropriate documentation. Please be and stay engaged, informed, 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 (or invest), on average, approximately three-to-four hours preparing for every one hour of class time. In class, you are expected (i) to volunteer, and to willingly respond and 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 *Course Schedule & Reading Assignments* outline (posted on *TWEN* and to be distributed during our first class) details the reading materials assigned, on an *advance*, class-by-class basis, over the course of the spring term. This outline (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 the course *TWEN* site. 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, adaptation and use of forms, precedent documents and other resources in the process of document preparation, drafting and negotiation. At best, forms are 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 UF Law *Honor Code* (see below) applies to this course and all student work on and submissions of assignments and exercises.

**Laptop Policy:** Unless otherwise specifically instructed, students are permitted to use laptops during class (but such use must be limited to class readings, exercises, notes and business).

**UF Law Honor Code.** Students are bound by the UF Law Honor Code, which can be found at this link: <https://www.law.ufl.edu/life-at-uf-law/office-of-student-affairs/additional-information/honor-code-and-committee/honor-code>. The Honor Code and Conduct Code (<https://sccr.dso.ufl.edu/policies/student-honor-code-student-conduct-code>) specify a number of behaviors that are in violation of the code as well as possible sanctions. 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.

**Accommodations for Students with Disabilities:** Students requesting accommodation should first register with the UF 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 should be presented to the UF Law Office of Student Affairs when requesting accommodation. This procedure should be followed as early as possible in the semester. Law students with disabilities can also contact the Levin College of Law Office of Student Affairs for assistance on these matters, in 164 Holland Hall (352-273-0620 / [www.law.ufl.edu/students/](http://www.law.ufl.edu/students/) ).

**Course Evaluations.** Each student is expected to provide feedback on the quality of instruction in this course by completing an online evaluation available at <https://evaluations.ufl.edu>. These evaluations are typically open during the last two to three weeks of the semester; students will be given specific times when these evaluations are open by the Office of Student Affairs. 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 both professional and respectful to the faculty 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 class discussion should be avoided or held to a minimum.

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