# Legal Drafting

# Tentative Syllabus (as of 8/1)

#### Law 6807

#### Sections 4734 & 4735, Classes 14894 & 15160

#### Monday, Wednesday 8:00 to 8:55 am, HH 283/284

#### Tuesday, Thursday 8:00 to 8:55 am, HH 382

#### 2 Credit Hours; Fall 2020

Instructor: Ben L. Fernandez

312I Holland Hall

352 273 0937

Office Hours: Monday through Thursday

9:00 am to 12:00 noon

And by Appointment

1. **Course Materials**
2. Textbook. The textbook for the course is Drafting Contracts: A Practical Guide to Transactional Practice by Ben L. Fernandez, which is available at the bookstore and on-line at Amazon.com and Vandeplaspublishing.com. **All of the royalties from the sale of the text this year will be donated to the University of Florida Aid-A-Gator Program.**

B. Reference Materials. The following material is either on reserve or in the Reference Collection of the Legal Information Center: Grammar, Punctuation & Style: A Quick Guide for Lawyers and Other Writers by Deborah Cupples and Margaret Temple-Smith.

**II. Course Method**

1. Weekly Assignments. The Legal Drafting course requires the completion outside of class of many short and medium-length drafting assignments and occasionally the completion of short in-class projects and on-line quizzes.
2. Office Conferences. Office conferences are encouraged. I will be more than happy to meet with you in individual meetings throughout the semester to discuss your work or the course material.
3. Grade Calculation.

Contract Drafted from Scratch **10% of Grade**

Revisions to Complex Form Agreement **10% of Grade**

Final Exam **80% of Grade**

**III. School Policies**

## Academic honesty:

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>.

## Grading information and grading scale:

The Levin College of Law’s mean and mandatory distributions are posted on the College’s website and this class adheres to that posted grading policy. The following chart describes the specific letter grade/grade point equivalent in place:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Letter Grade | Point Equivalent |  | Letter Grade | Point Equivalent |
| A | 4.0 |  | C | 2.0 |
| A- | 3.67 |  | C- | 1.67 |
| B+ | 3.33 |  | D+ | 1.33 |
| B | 3.0 |  | D | 1.0 |
| B- | 2.67 |  | D- | 0.67 |
| C+ | 2.33 |  | E | 0.0 |

The law school grading policy is available at: <http://www.law.ufl.edu/student-affairs/current-students/academic-policies#9>.

## Accommodations:

Students requesting accommodation for disabilities must first register with the Disability Resource Center (<http://www.dso.ufl.edu/drc/>). Once registered, students will receive an accommodation letter which must be presented to the Assistant Dean for Student Affairs (Dean Mitchell) when requesting accommodation. Students with disabilities should follow this procedure as early as possible in the semester.

## Attendance:

Attendance will be taken at each class meeting. Students are allowed 2 absences during the course of the semester. Students are responsible for ensuring that they are not recorded as absent if they come in late. A student who fails to meet the attendance requirement will be dropped from the course.

## Workload/class preparation:

Students should expect to spend, on average, approximately two hours preparing for every hour of class. Reading assignments are posted on the syllabus for the course.

Late Submission of Assignments.

**If, without authorization, you do not turn in a homework assignment, graded document, quiz or in class project on time, your final grade on the assignment may drop one full letter grade, and may continue to drop at the rate of one full letter grade for each day the assignment remains untendered.**  If you fail to turn in, on time, three homework assignments or in class project, or any of the graded documents or quizzes, you may be dropped from the class roll.

**VII. Computer Usage**

**Internet surfing, e-mailing and texting classmates during class are prohibited.**

I will post any revisions to this syllabus on the CANVAS site for the course. I will also post announcements for the course, examples of applicable statutes and rules, sample drafted documents, grading checklists for documents, and brief videos for reviewing subjects covered in class on the CANVAS site. Any on line quizzes will also be administered on the CANVAS site.

## **VIII. Course Objectives and Student Learning Outcomes.**

In this course, students will work from a portfolio of simulated fact patterns and applicable statutes, rules, and case law to prepare a variety of legal documents. After completing this course, students should be able to:

1. Apply the principles and practices necessary for drafting legal documents, including litigation documents, contracts, and legislative documents;

2. Elicit information from fictional clients, counsel them, and draft polished, professional-caliber documents that best serve the clients’ needs; and

3. Produce work product that is thoughtfully planned, logically organized, and articulated clearly and unambiguously.

4. Draft and organize certain basic types of contract provisions (for example, an exordium, duration, or forum selection clause).

5. Draft a contract from scratch, including how to draft covenants, prohibitions, and rights.

6. Understand the impact of ambiguous words and phrases in contracts through the analysis of relevant case law.

7. Learn how to prepare for the drafting of a contract, including doing a client intake, as well as how to add value to various types of contracts by using legal mechanisms designed to better protect the client's interests (i.e. indemnity, insurance, waiver, release, limit of liability, liquidated damages, mediation, arbitration, attorneys fees, etc).

8. Learn how to work with complex form documents, including revising an existing form for a client, and proposing revisions to a document the other side has drafted.

The readings in the text are short. Since this is a skills course, students should spend the bulk of their time practicing the writing assignments. **Students should take notes on the material the professor writes on the board in class. Some or all of that material will be included in the next graded document.**

It is also important to the learning environment that you feel welcome and safe in this class; and that you are comfortable participating in class discussions and communicating with me on any issues related to the class. If your preferred name is not the name listed on the official UF roll, if you are concerned that I may not pronounce your name correctly, or if there is anything else about the way you would like to be addressed in class that you would like to discuss, please let me know as soon as possible by e-mail or otherwise. I welcome you to the class and look forward to a productive semester.

**COURSE SCHEDULE**

|  |  |  |  |
| --- | --- | --- | --- |
| **Class** | **Assigned Reading (Due Before Class)** | **Assigned Writing (Due Before Class)** | **Class Discussion** |
| 1 | Read Drafting Contracts, Preface and Introduction |  | Introduction to Course |
| 2 | Read Drafting Contracts, Chapter 1, **Getting up to Speed** |  | Discuss Preparing for Client Intake (Contract to Buy Tour Bus for $1.7M ) |
| 3 |  | Draft Outline of Questions for Client Intake, Upload to CANVAS | Simulated Client Intake for Contract Drafting Project |
| 4 | Read Drafting Contracts, Chapters 2-3, **Drafting Contract Provisions** |  | Discuss Drafting Basic Contract Provisions and Potentially Ambiguous Provisions |
| 5 | Read Drafting Contracts, Chapters 5-6, **Organizing Contract Provisions** |  | Discuss Basic Contract Organization, Exordium, Background, Definitions, Reps and Warranties, Core Covenant |
| 6 |  |  | Duration, Indemnity, Insurance, Termination, Cancellation, Policy Provisions, Testimonium, Signatures |
| 7 | Read Drafting Contracts, Chapter 7, **Brainstorming** | Draft Outline of Additional Suggested Provisions for Contract Drafting Project, Upload to CANVAS | Discuss Adding Value to Contract Drafting Project, Watch Video |
| 8 | **Drafting a Contract from Scratch** | Begin Drafting Title, Exordium, Background, Core Covenant, Upload to CANVAS | Go Over Title, Exordium, Background, Core Covenant |
| 9 |  | Continue Drafting Payment and Other Obligations, Rights and Prohibitions, Upload to CANVAS | Go Over Payment and Other Obligations, Rights and Prohibitions |
| 10 |  | Continue Drafting Added Provisions, Termination and Cancellation, Upload to CANVAS | Go Over Added Provisions, Termination and Cancellation |
| 11 |  | Finish Drafting Choice of Law, Venue, Merger, Modification, Testimonium, Signature Blocks, Upload to CANVAS | Go Over Choice of Law, Venue, Merger, Modification, Testimonium, Signature Blocks |
| 12 |  |  | Live Grading Conferences |
| 13 |  | Revise Contract after Conference. Upload to CANVAS | Contract Drafting Quiz, **Pass Out First Graded Project** |
| 14 | Read Drafting Contracts, Chapter 14, **Drafting a Contract Amendment** | Draft Contract Amendment, Upload to CANVAS | Review Contract Amendment |
| 15 | Read Drafting Contracts, Chapter 15, **Drafting with Computers** |  | Discuss Computer Assisted Drafting, In Class Simulation, **First Graded Project Due** |
| 16 |  |  | Go Over Graded Project |
| 17 |  | Draft Client Letter for Graded Project | Go Over Graded Project and Client Letter |
| 18 | Read Drafting Contracts, Chapters 8 & 9, **Revising Form Documents for a Deal** | Complete Form Loan Agreement for a Deal | Go Over Revisions to Loan Agreement |
| 19 | Read Drafting Contracts, Chapter 10**Revising the Other Side’s Documents** | Revise the Other Side’s Form Document Provisions | Go Over Revisions to Form Document Provisions |
| 20 | Read Drafting Contracts, Chapter 11, **Negotiating Contract Provisions** |  | In Class Contract Negotiation Exercise, **Pass Out Second Graded Project** |
| 21 | Read Drafting Contracts, Chapter 12, **Closing a Transaction** | Draft Certificate and Vote, Upload to CANVAS | Review Certificate and Vote |
| 22 | Read Drafting Contracts, Chapter 13,**Dealing With Ethical Issues** |  | Discuss Ethical Issues, **Second Graded Project Due** |
| 23 |  |  | Go Over Second Graded Project |
| 24 |  |  | Go Over Second Graded Project |
| 25 |  |  | Complete Course Evaluations, **Pass out Final Exam** |
| 26 |  |  | Review |