# Legal Drafting

# Tentative Syllabus (as of 8/1)

#### Law 6807, Classes 14683 & 14454

#### Monday, Wednesday 12:00 to 12:55 pm, HH 283

#### Monday, Wednesday 5:00 to 5:55 pm, HH 284

#### 2 Credit Hours; Fall 2021

Instructor: Ben L. Fernandez

312I Holland Hall

352 273 0937

Office Hours: Monday, Wednesday

1:00 to 4:00 pm

And by Appointment

1. **Course Materials**
2. Textbook. The textbook for the course is Contract Drafting: A Practical Guide to Transactional Practice by Ben L. Fernandez, which is available on-line at Amazon.com, and will be provided to students for no cost during the first week of classes.

Students may also use Drafting Contracts: How and Why Lawyers Do What They Do by Tina Stark as the text for the course. (References in the Syllabus to “DC” are to the corresponding chapters, if any, in the alternate text).

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.

Successful completion of class exercises

assignments, participation and attendance **50% of Grade**

Final Exam **50% 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:

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| --- | --- | --- | --- | --- |
| 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: <https://www.law.ufl.edu/life-at-uf-law/office-of-student-affairs/current-students/uf-law-student-handbook-and-academic-policies> .

## 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.

**All assignments are due one (1) hour before class, regardless of the “due date” listed on Canvas. 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.

Exam Delays

The law school policy on exam delays and accommodations can be found [here](http://www.law.ufl.edu/student-affairs/current-students/forms-applications/exam-delays-accommodations-form).

Online Course Evaluation

Students are expected to provide professional and respectful feedback on the quality of instruction in this course by completing course evaluations online via GatorEvals. Click [here](https://gatorevals.aa.ufl.edu/students/) for guidance on how to give feedback in a professional and respectful manner. Students will be notified when the evaluation period opens and may complete evaluations through the email they receive from GatorEvals, in their Canvas course menu under GatorEvals, or via <https://ufl.bluera.com/ufl/>. Summaries of course evaluation results are available to students [here](https://gatorevals.aa.ufl.edu/public-results/).

**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**

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| **Class**  | **Assigned Reading (Due Before Class)** | **Assigned Writing (Due Before Class)** | **Class Discussion** |
| 1 | Read Contract Drafting, Chapter 1, **Getting up to Speed**  |  | Review of LR2 Final, Intro to Legal Drafting, Discuss Preparation for Contract Drafting  |
| 2 | **Conducting a Client Intake** | Draft Outline of Questions for Client Intake, Upload to CANVAS | Simulated Client Intake for First Practice Contract  |
| 3 | Read Contract Drafting, Chapters 2, **Drafting Contract Provisions** (DC 1-4, 10-13)  |  | Discuss Covenants, Rights, Prohibitions, Descriptive Statements  |
| 4 | Read Contract Drafting, Chapters 3, **Drafting Contract Provisions** (DC 18-24)  |  | Discuss Avoiding Potentially Ambiguous Provisions  |

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| 5 | Read Contract Drafting, Chapters 4-5, **Organizing Contract Provisions** (DC 5-9, 26)  |  | Discuss Title, Exordium, Background, Definitions, Reps and Warranties, Core Covenant, Duration  |
| 6 | Read Contract Drafting, Chapters 6, **Organizing Contract Provisions** (DC 14-17)  |  | Discuss Termination & Cancellation, Administrative Provisions, Testimonium, Signature Blocks  |
| 7 | **Drafting a Contract from Scratch** | Begin Drafting Title, Exordium, Background, Reps and Warranties, Upload to CANVAS | Go Over Title, Exordium, Background, Reps & Warranties |
| 8 |  | Continue Drafting Core Covenant, Deal Provisions, Upload to CANVAS | Go Over Core Covenant, Deal Provisions  |
| 9 |  | Finish Drafting Administrative Provisions, Testimonium, Signature Blocks, Upload to CANVAS | Go Over Administrative Provisions, Testimonium, Signature Blocks   |
| 10 | Read Contract Drafting, Chapter 7, **Brainstorming** (DC 25) |  | Discuss Adding Value to Contract Drafting Project, Watch Video |

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| 11 | **Preparing to Draft: Analyzing the Applicable Law** | Research Enforceability of Exculpatory Provisions and Draft Analysis Email, Upload to CANVAS | Discuss Analysis of Exculpatory Provisions  |
| 12 |  | Complete Contract Drafting Quiz | No Class: Live Feedback Conferences |
| 13 |  | Revise Contract after Conference. Upload to CANVAS | No Class: Live Feedback Conferences |
| 14 | Read Contract Drafting, Chapters 8 & 9, **Drafting with Precedent Documents** (DC 27, 28) |  | Go Over Drafting With Precedent Documents |
| 15 | **Preparing to Draft: Analyzing the Applicable Law**  | Research Enforceability of Liquidated Damages Provisions and Draft Analysis Email, Upload to CANVAS | Discuss Legal Issues Related to Practice Contract  |
| 16 | **Drafting a Contract Using Precedents** | Complete Revisions to Practice Contract, Upload to CANVAS | Go Over Practice Contract |
| 17 | Read Contract Drafting, Appendix: **Introduction to Commercial Real Estate Finance Documents** |  | Discuss Revisions to Commercial Real Estate Finance Documents |
| 18 |  | Complete Revisions to Practice Contract, Upload to CANVAS | Go Over Revisions to Practice Contract |
| 19 | Read Contract Drafting, Chapter 10, **Revising the Other Side’s Documents** |  | Go Over Revising the Other Side’s Documents |
| 20 |   | Complete Revisions to Practice Contract, Upload to CANVAS | Go Over Revisions to Practice Contract |
| 21 | Read Contract Drafting, Chapter 11, **Negotiating Contract Provisions**  |  | Contract Negotiations Presentation |
| 22 |  | Research Enforceability of Noncompetition Agreements and Draft Analysis Email, Upload to CANAVAS | Simulated in Class Contract Negotiations  |
| 23 | Read Contract Drafting, Chapter 12, **Closing a Transaction** |  | Go Over Closing Agendas, Articles and Bylaws, Draft Certificate and Vote in Class |
| 24 | Read Contract Drafting, Chapter 13,**Dealing With Ethical Issues** (DC 30) |  | Discuss Ethical Issues  |
| 25 | Read Contract Drafting, Chapter 14, **Drafting a Contract Amendment** (DC 29) |  | Go Over Contract Amendments, Draft Contract Amendment in Class |
| 26 | Read Contract Drafting, Chapter 15, **Drafting with Computers** |  | Discuss Computer Assisted Drafting, **Pass Out Final Exam After Class**  |

**The Final Exam is due on the last day of the exam period.**