

## **Legal Drafting Syllabus**

Fall Semester, Section A

University of Florida Levin College of Law

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**CLASS TIME AND LOCATION:** Monday, Wednesday, 8:30 – 9:25 am, Holland Hall, Room 360.

### **COURSE DESCRIPTION AND OBJECTIVES:**

More than half the lawyers in the United States are engaged in transactional practice. This class introduces you to contract drafting and transactional practice by covering common conventions for drafting provisions and organizing contracts, drafting contracts from scratch and using precedents, negotiating contract provisions, drafting authority documents for a closing, and using Artificial Intelligence and various online services to draft contracts and do the other things involved in transactional practice.

### **STUDENT LEARNING OUTCOMES:**

At the end of this course, you should be able to: (1) prepare to draft a contract by familiarizing yourself with the client's business and applicable law; (2) conduct a client interview, soliciting the information for the proposed transaction or relationship; (3) draft a purchase agreement and/or term contract from scratch following the conventions in a textbook; (4) add value to a contract by considering contingencies and using legal mechanisms to better protect the client's interests; (5) apply caselaw and/or statutory law to contract provisions; (6) tailor and revise complex form documents; (7) negotiate contract provisions; (8) draft a certificate and vote for an individual signing a contract for a corporation; (9) understand what Artificial Intelligence and other online services and software platforms are available to assist with contract drafting; and (10) draft a contract amendment.

### **REQUIRED READING MATERIALS:**

The required textbook for all Legal Drafting courses at UF is *Drafting Contracts: How and Why Lawyers Do What They Do* (third edition) by Tina Stark & Monica Llorente. I will provide you with a supplement for this topic. Please also be sure to register for the Canvas page for this course. You are responsible for checking the Canvas page and the e-mail connected to the page on a regular basis for any class announcements or adjustments, including any updates or changes to this syllabus.

## **COURSE EXPECTATIONS AND GRADING EVALUATION:**

A. **Weekly Assignments.** This course requires the completion of outside of class of homework assignments based on the readings in the textbook and several graded drafting projects.

B. **Grade Calculation.** You will be evaluated based upon the following:

Class participation and homework assignments	10% of Grade
First Contract drafted from scratch	20% of Grade
Second Contract drafted from scratch	20% of Grade
Final Take Home Drafting Project	50% of Grade

You are expected to participate in class. If you don't participate voluntarily, I will likely "cold call" on you. If you still don't participate, your final grade may be reduced by up to 5% (1% each time that happens). Homework assignments that are not timely completed before class are also subject to a deduction of up to 5% (1% for each assignment not turned in).

## **CLASS ATTENDANCE AND MAKEUP POLICY:**

Attendance in class is required by both the ABA and the Law School. Attendance will be taken at each class meeting. Students are allowed two 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. The law school's policy on attendance can be found [here](#).

## **UF LEVIN COLLEGE OF LAW STANDARD SYLLABUS POLICIES:**

Other information about UF Levin College of Law policies, including compliance with the UF Honor Code, Grading, Accommodations, Class Recordings, and Course Evaluations can be found at [this link](#).

## **ABA OUT-OF-CLASS HOURS REQUIREMENTS:**

ABA Standard 310 requires that students devote 120 minutes to out-of-class preparation for every "classroom hour" of in-class instruction. Each weekly class is approximately 2 hours in length, requiring at least 4 hours of preparation outside of class including reading the assigned materials, completing homework assignments, formative assessments and the take home project.

## **COURSE SCHEDULE OF TOPICS AND ASSIGNMENTS**

This syllabus is offered as a guide to the direction of the course. Our pace will depend in part on the level of interest and the level of difficulty of each section and is subject to change.

Class	Assigned Reading (Due Before Class)	Assigned Writing (Due Before Class, Upload to Canvas)	Class Discussion
8/18	<b>Introduction to Contract Drafting and Transactional Practice,</b> Read Textbook, Chapters 1-3 (24 pp)		Introduction to Course, First Contract
20	<b>Identifying Covenants, Prohibitions, Rights and Declarations,</b> Read Textbook, Chapters 4-7 (28 pp)	Identify Contract Concepts for First Contract, Complete Memo in Canvas Files, Upload to Canvas	Contract Concepts
25	<b>Organizing Contract Sections,</b> Read Textbook, Chapter 13 (18 pp)	Identify Contract Parts for First Contract, Complete Memo in Canvas Files, Upload to Canvas	Contract Parts
27	<b>Draft Introductory Provisions,</b> Read Textbook, Chapter 14 (30 pp)	Draft Beginning Sections of First Contract, Upload to Canvas	Beginning Sections of First Contract
9/3	<b>Draft Definitions and Representations and Warranties,</b> Read Textbook, Chapter 15 & 8 (36 pp)	Draft Definitions and Representations and Warranties for First Contract, Upload to Canvas	Definitions, Representations and Warranties
8	<b>Draft Action Sections,</b> Read Textbook, Chapter 16 & 9 (46 pp)	Draft Action Sections for First Contract, Upload to Canvas	Action Sections
10	<b>Drafting Rights, Declaration &amp; Conditions,</b> Read Textbook, Chapters 10-12 (38 pp)	Draft Additional Provisions for First Contract, Upload to Canvas	Additional Provisions
15	<b>Draft Endgame Provisions,</b> Read Textbook, Chapter 17 (34 pp)	Draft Endgame Provisions for First Contract, Upload to Canvas	Endgame Provisions

17	<b>Draft General Provisions,</b> Read Textbook, Chapter 18 (32 pp)	Draft General Provisions for First Contract, Upload to Canvas	General Provisions
22	<b>Draft Signature, Schedules and Exhibits,</b> Read Textbook, 19-21 (34 pp)	Draft Signatures and Proofread First Contract, Upload to Canvas	Signatures, Proofreading Strategies
24	<b>Feedback</b>	Revise and Upload Contract After Conference	No Class: Live Feedback Conferences
29	<b>Feedback</b>	Revise and Upload Contract After Conference	No Class: Live Feedback Conferences
10/1	<b>Prepare for Client Intake,</b> Supplement, Chapters 1 & 7 (29 pp)	Research Online to Prepare for Second Contract, Upload Research Outline to Canvas	Preparation for Contract Drafting, Adding Value
6	<b>Conduct Client Intake,</b> Read Textbook, 32 (16 pp)	Draft Outline of Questions for Client Intake, Upload to Canvas	Simulated Client Intake for Agreement
8	<b>Legalese and Format,</b> Read Textbook, Chapter 22 & 23 (30 pp)	Draft Beginning Sections of Second Contract, Upload to Canvas	Beginning Sections of Contract, Legalese and Format
13	<b>Ambiguity,</b> Read Textbook, Chapter 25 (32 pp)	Draft Middle Sections of Second Contract, Upload to Canvas	Middle Sections of Contract, Ambiguity
15	<b>Numbers and Other Considerations,</b> Read Textbook, Chapters 26 & 27 (34 pp)	Draft Remaining Sections of Second Contract, Upload to Canvas	Remaining Sections of Contract, Numbers and Other Considerations
20	<b>Draft with Precedent Documents &amp; Revising Precedents for the Other</b>	Find and Evaluate Sources for Precedents	Sources for Precedents, Types of Precedents, Video Presentation

	<b>Side</b> , Read Supplement, Chapter 8 (7 pp)		
22	<b>Draft with Precedent Documents</b> , Read Supplement, Chapter 9 (15 pp)	Complete Revisions to Practice Contract, Upload to Canvas	Revisions to Practice Contract
27	<b>Revise Precedents for the Other Side</b> , Read Textbook, Chapters 33 (12 pp) Supplement, Chapter 10 (9 pp)	Complete Revisions to Practice Contract Provision, Upload to Canvas	Revisions to Practice Contract Provision
29	<b>Apply Caselaw to a Contract Provisions</b>	Complete Memo in Canvas Files, Upload to Canvas	Applying Caselaw to a Contract Provision
11/3	<b>Negotiate Contract Provisions</b> , Read Supplement, Chapter 11 & 12 (12 pp), Read Borrower Memo or Lender Memo	Negotiate Contract Revisions, Due After Class, Upload to Canvas	Simulated in Class Contract Negotiations
5	<b>Draft an Authority Document for a Closing</b> , Read Supplement, Chapter 13 (9 pp)	Draft Authority Document, Due After Class, Upload to Canvas	Authority Documents, Closings
10	<b>Draft a Contract Amendment</b> , Read Supplement, Chapter 15 (5 pp)	Draft Contract Amendment, Due After Class, Upload to Canvas	Contract Amendments
12	<b>Artificial Intelligence and Document Assembly Programs for Contract Drafting</b> , Read Supplement, Chapter 14 (12 pp)		<b>Pass Out Take Home Project</b> , Artificial Intelligence and Document Assembly
17			TBD
19			No Class, <b>Take Home Project Due</b>