Legal Drafting Law 6807 Section A (15221/15225)

***University of Florida Levin College of Law***

***Spring 2021***

Professor Silvia Menendez

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**Office hours** (via Zoom only): Monday & Thursday 9-11 or By appointment

Course hours and room: Wednesdays and Fridays: 12:00 – 12:55 Rm 283/284

**Text**

Required: Drafting contracts; How and Why Lawyers do what they do, 2nd Edition; Tina L Stark

Suggested: A Short and Happy Guide to Business Contracts; Rachel J. Barnett

Drafting Contracts: A Practical Guide to Transactional Practice; Ben L. Fernandez

Grammar, Punctuation & Style: A Quick Guide for Lawyers and Other Writers; Deborah Cupples & Margaret Temple-Smith

Course description

This course will teach you the principles of contract drafting and introduce you to documents typically used in a variety of transactions. The skills you gain will apply to any transactional practice and will even be useful to litigators. While contract drafting styles vary significantly from attorney to attorney, this class is designed to provide you with the skills that you can apply to any drafting project, even if your firm or senior partner uses a different style or vocabulary. However, as the senior partner in this course, I expect that you will draft your assignments in the manner that fits with the rules we discuss. Additionally, on finishing the course, you will know:

* + the business purpose of each of the contract concepts;
	+ standard business contract provisions;
	+ how to translate the business deal into contract concepts;
	+ how to draft each of a contract’s parts;
	+ how to draft with clarity and without ambiguity;
	+ how to work through the drafting process; and
	+ how to review and comment on a contract.

Homework

Our textbook is *Drafting Contracts: How and Why Lawyers Do What They Do* by Tina L. Stark. You may purchase it at the bookstore. Unless stated otherwise, all readings and drafting assignments are from this book and handouts distributed in class or via Canvas.

Most weeks you will have drafting assignments in addition to reading assignments. We will devote time in class to reviewing those assignments. Students who put significant effort into the homework learn the most and perform well in the course. The converse is also true.

We will review homework assignments in class. In addition, on some assignments, I will give written comments.

You must submit

* each ungraded assignment by Canvas no later than noon the day before class; and
* each graded assignment by Canvas no later than noon the day of class.

With respect to each drafting assignment that you submit, unless told otherwise, please do the following:

* Use at least a 12 point font.
* Use one-inch margins all around.
* Insert a blank line between paragraphs.
* Paginate any document longer than one page.
* Print out one copy and bring it to class.

You are responsible for all material assigned in the textbook, even if we do not specifically cover it in class. As lawyers, you will need to teach yourself material from treatises and articles. Knowing how to learn on your own is an essential skill of good lawyering.

Students should expect to spend at least two hours outside of class reading and preparing for every hour of class.

Grades

The majority of your grade will be based on your final project. You will also receive grades on several other assignments, which are worth 10 points each. The graded assignment will start after the first 4 or 5 weeks of class.

Course grades will be based on the following:

* + 4 written assignments - 10% each (I will let you know which assignments are graded ahead of time.)
	+ Final project- 55%
	+ Class participation – 5%

Class participation will affect your grade. You are expected to attend all class sessions, arrive early enough to be ready at the start of class, and to actively participate in discussions of all assigned materials, including both homework and in-class exercises. Any perceived lack of effort on the ungraded assignments will affect your class participation grade adversely.

**Attendance**

I will take attendance at each class meeting. As required by ABA standards, you are expected to attend class regularly. If you miss more than 4 classes, it will adversely affect your grade and I may ask you to drop the class.

You are also expected to attend class in the modality (in-person vs. online) that you registered for. If you believe that you need to attend in a manner that is different from your registration, please notify me ahead of time. If you are an in-person student, you will not be counted as attending if you attend remotely without receiving prior permission.

On line students should remain on cameras throughout class, and in person students should remain in the classroom throughout the class. Please do not arrive late to class, leave early, or leave to take a break during class absent extenuating circumstances. Please turn off your cell phone during class. I reserve the right to lower your final grade if you engage in behavior that disrupts the learning environment for your classmates. If you believe your circumstances make this impossible, please speak with me or student affairs.

Collaboration with Students and Others and Academic Honesty

I encourage you to cooperate with each other in most aspects of this course. You should feel free to share ideas with each other. You each, of course, must do your own writing, unless I ask you to work with one or more students as a member of a team. **You may not solicit or receive the aid of anyone outside this class, such as practicing lawyers or students who previously took this course**. **In addition, you may not refer to any texts, precedents, forms, or other material, except if explicitly permitted**. By extension, you may not share or discuss any exercise materials with anyone outside the course. That final obligation continues after the conclusion of our semester together. Violating the rules in this paragraph is an honor code violation.

Academic honesty and integrity are fundamental values of the University community. Students should understand the UF Student Honor Code located [here](https://sccr.dso.ufl.edu/process/student-conduct-code/).

Other Matters

This is my first time teaching from this textbook, therefore I may make adjustments to the assignment schedule, depending on the class’s progress. We may work on “homework” exercises in class, and exercises I intended to do in class may become homework. In addition, I may substitute exercises for those stated in the syllabus if I think the class would benefit from the change in exercises. At the end of each class, I will confirm with you the homework exercises for the following class. **Moreover, due dates for assignments may change depending on how quickly or slowly we progress through the material**.

Additionally, this is my first time teaching a hybrid class. While I’m sure there will be some glitches, I understand that the classroom we have works well. If you run into tech problems, please let me know. I will also make sure to record classes, so they are available if you are having problems.

Please feel free to ask questions and to give me feedback throughout the course. I look forward to our semester together.

**Exam Delays and Accommodations**

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). Students requesting accommodations 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 (Assistant Dean Brian Mitchell). Students with disabilities should follow this procedure as early as possible in the semester.”

**UF Law Grading Policy**

This course follows the Levin College of Law’s grading policies found [here](https://www.law.ufl.edu/life-at-uf-law/office-of-student-affairs/current-students/uf-law-student-handbook-and-academic-policies). The below chart describes the specific letter grade/grade point equivalent in place:

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

**On Line 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 [ufl.bluera.com/ufl/](file:///C%3A%5CUsers%5Cnance%5CAppData%5CLocal%5CMicrosoft%5CWindows%5CINetCache%5CContent.Outlook%5C70WP0DTB%5Cufl.bluera.com%5Cufl%5C). Summaries of course evaluation results are available to students [here](https://gatorevals.aa.ufl.edu/public-results/).”

**Covid Related Practices:**

Many students will have face-to-face instructional sessions to accomplish the student learning objectives of this course. In response to COVID-19, the following policies and requirements are in place to maintain your learning environment and to enhance the safety of our in-classroom interactions. I may take noncompliance into account when grading students or determining if a student may remain in the course.

* You are required to wear approved face coverings at all times during class and within buildings. Following and enforcing these policies and requirements are all of our responsibility. Failure to do so will lead to a report to the Office of Student Conduct and Conflict Resolution. You also will no longer be permitted on the UF Law campus. Finally, Dean Inman will also report your noncompliance to the relevant state board of bar examiners.
* This course has been assigned a physical classroom with enough capacity to maintain physical distancing (6 feet between individuals) requirements. Please utilize designated seats and maintain appropriate spacing between students. Please do not move desks or stations.
* Sanitizing supplies are available in the classroom if you wish to wipe down your desks prior to sitting down and at the end of the class.
* Be mindful of how to properly enter and exit the classroom.  Practice physical distancing to the extent possible when entering and exiting the classroom.
* If you are experiencing COVID-19 symptoms (<https://www.cdc.gov/coronavirus/2019-ncov/symptoms-testing/symptoms.html>), please do not come to campus or, if you are already on campus, please immediately leave campus. Please use the UF Health screening system and follow the instructions about when you are able to return to campus.  (See <https://coronavirus.ufhealth.org/screen-test-protect/covid-19-exposure-and-symptoms-who-do-i-call-if/>.)
* Course materials will be provided to you with an excused absence, and you will be given a reasonable amount of time to make up work. (See <https://catalog.ufl.edu/UGRD/academic-regulations/attendance-policies/>)

**Prohibition against recording**

Students may not take, circulate, or post photos or videos of classroom discussions, whether they are in-person, hybrid, or completely online. Students failing to follow this rule will be referred to the College of Law Honor Code Council and the University’s Office of Student Conduct and Conflict Resolution.

**Health and Wellness Resources**

* *U Matter, We Care*: If you or someone you know is in distress, please contact umatter@ufl.edu, 352-392-1575, or visit [U Matter, We Care website](https://umatter.ufl.edu/) to refer or report a concern and a team member will reach out to the student in distress.
* *Counseling and Wellness Center*: [Visit the Counseling and Wellness Center website](https://counseling.ufl.edu/) or call 352-392-1575 for information on crisis services as well as non-crisis services.
* *Student Health Care Center*: Call 352-392-1161 for 24/7 information to help you find the care you need, or [visit the Student Health Care Center website](https://shcc.ufl.edu/).
* *University Police Department*: [Visit UF Police Department website](https://police.ufl.edu/) or call 352-392-1111 (or 9-1-1 for emergencies).
* *UF Health Shands Emergency Room / Trauma Center:* For immediate medical care call 352-733-0111 or go to the emergency room at 1515 SW Archer Road, Gainesville, FL 32608; [Visit the UF Health Emergency Room and Trauma Center website](https://ufhealth.org/emergency-room-trauma-center).

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Course Structure:

Week 1: Intro to Contract Drafting

Weeks 2-7: Drafting specific Contract sections-

Preamble; recitals; words of agreement; definitions; action sections; representations and warranties; covenants and rights; conditions; discretionary authority; declarations; ‘endgame’ provisions; signature blocks.

Weeks 8-9: Drafting without Ambiguity

Week 10: Numbers and Financial Provisions; Organizing a Contract

Weeks 11-12: Reviewing and Commenting on a Contract

Week 13: Standard Provisions and Ethical Considerations

Assignment Schedule for first 4 weeks of class (I will hand out supplemental assignment schedules, and may make adjustments based on how quickly or slowing we are progressing.)

|  |  |  |
| --- | --- | --- |
| Class Date | Reading | Written assignment |
| **Wed Jan 20** |  |  |
| Intro to Drafting; typical Contract clauses; types of statements | Chapters 1-3 | None |
| **Friday Jan 22** |  |  |
| Intro continued | Chapters 3-5 | none |
| **Wed Jan 27** |  |  |
| Preamble, recitals, words of agreements and Definitions.Legalese;  | Chapters 6, 18, sec. 27.6.2 | Exercises 5-2 and 5-4 (do not submit via Canvas, bring to class) |
| **Friday January 29** |  |  |
| intro to contract analysis | Chapter 28.1-28.6; appendix to chapter 28 | Exercise 5-1- Car purchase agreementExercise 6-1 (submit both on Canvas by noon on 1/28) |
| **Wednesday February 3** |  |  |
| Definitions, Action Sections | Chapters 7 & 8 | Exercise 6-4 (due 2/2 by noon) |
| **Friday February 5** |  |  |
| Drafting action sections | Chapter 32, Document 7 | 7-1, 7-2 (due 2/4 by noon); 7-4- in book, bring to class |
| **Wednesday February 10** |  |  |
| Action Sections | Chapter 25 | Exercise 5.3 (due 2/10 @noon) |
| **Friday February 12** |  |  |
| Action sections  |  | Exercise 8.5 (due 2/11@ noon) |