# Legal Drafting

# Projected Syllabus (as of 8/7)

#### Law 6807

#### Section C/4745 Class 1561

#### Monday &Wednesday 5:45 PM to 6:40 pm

#### 2 Credit Hours; Fall 2020

Instructor: Maggie Temple-Smith

312N Holland Hall

352 273 0943

**Email:** [**temples@law.ufl.edu**](mailto:temples@law.ufl.edu)

Office Hours: Monday through Thursday

9:00 am to 12:00 noon

And b**y Signing Up for an Appointment**

**Text me for appointments at 352-514-8570 (preferred to emailing)**

For the duration of the semester, please add me to your CONTACTS

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. **During Fall 2020, we meet for office hours via Zoom.**
3. **Grade Calculation.**

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

**Revisions to Complex Form Agreement 5% of Grade**

**Final Exam 80% of Grade**

**\*Participation 5% of Grade**

The following are germane to participation credit:

* Regular attendance on time (at the start of class)
* Participation in and preparation for classroom discussion (including at small group meetings)
* Satisfactory and timely completion of all work
* Attendance [including attendance at the small group meetings that substitute for a couple of your regularly scheduled classes (see syllabus)]
* Attendance at office hours (particularly if you miss class or are aware that you’ve fallen behind)

**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: <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 emailing after class to ensure 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 syllabus identifies the meeting dates on which we will meet either in small groups or individually.

## **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**

**The instructor reserves the right to make changes to the syllabus as we progress to extend assignment due dates as necessary.\***

**NOTICE:** At Canvas, you will find specific instructions for each assignment, including guidance for completing the assignment AND links to supplemental materials. The assignment instructions include the link for POSTING written work at Canvas.

All supplemental materials are posted under the FILES link in the Fall 2020 Assignments folder.

Unless I instruct you otherwise via the ANNOUNCEMENTS or unless the syllabus indicates otherwise, we will generally meet “live” (i.e., I will be physically present in the class-room). To get attendance credit, you MUST be present at class-time either in person or via Zoom. (Zoom takes attendance.)

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| --- | --- | --- |
| **Meeting Number** | **Reading and Assignments Due\*** | **Class Discussion** |
| 1 | No assignment | **Introduction to Course** |
| 2 | **Read** Drafting Contracts, Preface, Introduction,  and  Chapter 1, *Getting up to Speed* | **Preparing for Client Intake**  (Contract to Buy Tour Bus for $1.7M ) |
| 3 | **Read** the *Assignment Instructions for Meeting 3* under the ASSIGNMENTS link at Canvas.  **Due:** Draft Outline of Questions for Client Intake; upload to Canvas | Simulated Client Intake  for Contract Drafting Project |
| 4 | Read the *Assignment Instructions for Meeting 4* under the ASSIGNMENTS link at Canvas  **READING:** Complete any assigned reading in the textbook plus any assigned supplemental material  **DUE:** Download assigned exercises, complete, and upload the completed exercises to Canvas. | **Writing Style for Contracts**  (including passive voice and how to recognize it) |
| 5 | Read the *Assignment Instructions for Meeting 5* under the ASSIGNMENTS link at Canvas  **READING:** Read Chapters 2-3 in the textbook plus any examples I provide to you  **DUE: TBA;** see assignment instructions | **Introduction to Certain Types of K Provisions**  Discuss basic types of contract provisions—e.g., exordium, background (including representations and warranties), definitions, identification of core transaction (“core covenants”) |

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| --- | --- | --- |
| 6 | Read the *Assignment Instructions for Meeting 6* under the ASSIGNMENTS link at Can  **READING:** Chapters 2-3 in the textbook plus any examples I provide to you  **DUE: TBA--** see assignment instructions  The Meeting 6 Assignment instructions explain how to sign up for a small group conference (substitutes for Meeting 7 class) | **Introduction to Certain Types of K Provisions**  Duration, Indemnity, Insurance, Termination, Cancellation, Policy Provisions, Testimonium, Signatures |
| 7 | Read the *Assignment Instructions for Meeting 7* under the ASSIGNMENTS link at Canvas  **READING:** Chapters 5-6 (Contract Organization) in the textbook plus any assigned supplemental material  **DUE:** TBA**;** see assignment instructions | **Creating a Preliminary Organizational Scheme**  Instead of meeting as a class, we meet in the small group section you previously signed up for (via Zoom) |
| 8 | Read the *Assignment Instructions for Meeting 8* under the ASSIGNMENTS link at Canvas  **READING:**  Chapter 7 (“Brainstorming”) in the textbook plus any other supplemental materials (including any examples or forms I provide)  **DUE:** Title, Exordium, Background; upload to Canvas  For Meeting 9, sign up for ONE of the 55-minute small groups for by following the instructions (see Meeting 8 instructions) | **Drafting Contract Provisions from Scratch**  Discuss “Adding Value to K Drafting Project”; watch video |
| 9 | Read the *Assignment Instructions for Meeting 9* under the ASSIGNMENTS link at Canvas  **READING:**  Assigned materials on ambiguity (Ambiguity Discussion 1)  **DUE:** Exercises on ambiguity; upload completed exercises to Canvas | **Contract Ambiguity**  Instead of meeting as a class, we meet in the small group section you previously signed up for (via Zoom) |
| 10 | Read the *Assignment Instructions for Meeting 10* under the ASSIGNMENTS link at Canvas  **READING:** For guidance, review any examples I provide to you at Canvas  DUE: Provisions for *your* contract relating to the parties’ agreements, the background of the K, duration of the K, and termination of the K  Upload your work to Canvas | **Assigned Provisions**  In class: Edit the provisions you submitted |
| 11 | Read the *Assignment Instructions for Meeting 11* under the ASSIGNMENTS link at Canvas  **READING:** For guidance, review and use as instructed any examples I provide to you  Read and Review: Ambiguity  **DUE:** “Law for the Transaction” (Attorney-drafted) provisions:  cancellation for breach, venue, merger, severance, exordium, modification, signature (using forms I provide to you)  AND  any posted exercises  For Meeting 12, sign up for ONE of the 55-minute small groups for by following the instructions (see Meeting 11 instructions) | **Assigned Provisions**  In class: Edit the provisions you submitted |
| 12 | Read the *Assignment Instructions for Meeting 12* under the ASSIGNMENTS link at Canvas  Review: Chapters 5-6 on organization plus any supplementary materials I provide to you on formatting or other matters  **DUE**: Your completed contract (be sure to read the instructions) | **Prepare your contract**  Instead of meeting as a class, we meet in the small group section you previously signed up for (via Zoom) |
| 13 | Read the *Assignment Instructions for Meeting 13* under the ASSIGNMENTS link at Canvas  **READING:** TBA  **DUE: TBA**  For Meeting 14, sign up for an INDIVIDUAL live Zoom conference to evaluate your work so far (see Meeting 13 instructions) | TBA (possible quiz on drafting) |
| 14 | Read the *Assignment Instructions for Meeting 14* under the ASSIGNMENTS link at Canvas  **READING**: TBA  **DUE:** TBA | **Discussion: Paper conference**  Instead of meeting as a class, we meet individually over Zoom |
| 15 | Read the *Assignment Instructions for Meeting 15* under the ASSIGNMENTS link at Canvas  **READING:**  Drafting Contracts, Chapter 15, *Drafting with Computers;* plus any supplementary material on formatting that I provide to you.  **DUE:** TBA | **Computer Assisted Drafting, In Class Simulation**  **VIA Announcements: First Graded Project Distribution Date** |
| 16 | Read the *Assignment Instructions for Meeting 16* under the ASSIGNMENTS link at Canvas  **READING**: TBA | **TBA** |
| 17 | Read the *Assignment Instructions for Meeting 17* under the ASSIGNMENTS link at Canvas  **READING**: TBA  **DUE:** Client Letter  **DUE not later than class-time: First Graded Project** | **Client Letter** |
| 18 | Read the *Assignment Instructions for Meeting 18* under the ASSIGNMENTS link at Canvas  **READING:** Read Drafting Contracts, Chapters 8 & *9, Revising Form Documents for a Deal*  **DUE:** Form Loan Agreement for a Deal | Discuss revisions to loan agreement |
| 19 | Read the *Assignment Instructions for Meeting 19* under the ASSIGNMENTS link at Canvas  **READING:** Drafting Contracts, Chapter 10(*Revising the Other Side’s Documents*)  **DUE:** Revision of the other party’s form document provisions  For Meeting 20, sign up for ONE of the 55-minute small groups for by following the instructions (see Meeting 19 instructions) | Discuss your revisions |
| 20 | Read the *Assignment Instructions for Meeting 20* under the ASSIGNMENTS link at Canvas  **READING:** Drafting Contracts, Chapter 11(*Negotiating Contract Provisions*)  **DUE:** TBA | In Class: Contract Negotiation Exercise  **Second Graded Project distributed not later than 8:00 PM** |
| 21 | Read the *Assignment Instructions for Meeting 21* under the ASSIGNMENTS link at Canvas  **READING:** Posted materials on Exculpatory Clauses    **DUE:** TBA | Discuss exculpatory clauses |
| 22 | Read the *Assignment Instructions for Meeting 22* under the ASSIGNMENTS link at Canvas  **READING:** Posted materials on Exculpatory Clauses/Indemnification Agreements & Insurance  **DUE:** TBA | Discuss exculpatory clauses |
| 23 | Read the *Assignment Instructions for Meeting 23* under the ASSIGNMENTS link at Canvas  **READING:** TBA  **DUE: TBA** | TBA |
| 24 | Read the *Assignment Instructions for Meeting 24* under the ASSIGNMENTS link at Canvas  **READING:** Drafting Contracts, Chapter 13, *Dealing With Ethical Issues* | Discuss Ethical Issues  **Second Graded Project Due** |
| 25 | Read the *Assignment Instructions for Meeting 25* under the ASSIGNMENTS link at Canvas  Review for Final | Review for final  **Distribute Final Exam (due during exam period)** |
| 26 | Read the *Assignment Instructions for Meeting 26* under the ASSIGNMENTS link at Canvas  Review for Final | Review for final |