**Law 6807**

**Instructor:** Maggie Temple-Smith

**MON./WED. SECTION: Legal Drafting B [section 14685]: M-W at 5:00-5:55 pm [Rm 283]**

**TUESDAY/THURSDAY SECTION: Legal Drafting C [section 14685]: T-Th at 4:00-4:55 pm [Rm 283/284]**

**2 Credit Hours; Fall 2021**

**Contact Information and Guidance**

312N Holland Hall

352 273 0943

Best way to get in touch: Text at 352-514-8570 [please text; don’t leave a message on voicemail]

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

**Office Hours: TBA**

Some weekend and evening office hours via Zoom link will also be available; times announced each week at Canvasa

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

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

**I. Course Materials**

There is no assigned textbook. I will provide you with the materials you need.

**II. 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. Learn how to draft various types of contract statements (e.g., promises, rights, requirements, policies, and recitals).

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.

**III. Course Method**

**A. Material**

I provide you with materials via Canvas and Target Copy.

**B. Written Assignments and Workload**

The Legal Drafting course generally requires at least one written weekly exercise. The time required varies depending on the nature of the exercise.

**American Bar Association Standard 310** requires that students devote 2 hours to out-of-class preparation for every “classroom hour” of in-class instruction. Legal Drafting has 2 “classroom hours” of in-class instruction each week; thus, the ABA standard requires at least 4 hours per week of preparation outside of class.

If you don’t spend 2 hours on average preparing for class each class period, you’re not doing it right.

**C. Feedback on Assignments**

I provide most of my feedback on assignments during class discussion and individual conferences (discussed below). **You are expected to edit your own work and to keep track of your own progress and assignment submission.**

If at the end of the semester you have not submitted all written work, your grade may be lowered a grade level for any missed assignment (not to exceed one full grade level).

Your grade on later assignments may depend on the thoroughness of your editing and note-taking.

I will provide feedback on the final version of certain assignments during mandatory in-person individual conferences.

**D. Conferences and Office Hours**

Individual conferences (pre-scheduled or during office hours) 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 2021,** I will hold regular on-campus office hours. Times TBA.

In addition, I will post weekly additional evening and weekend times**.**

You will receive feedback on two completed **ungraded** drafting projects via **two MANDATORY individual conferences (at least 2 hours total).** I will announce those dates and times as the course progresses.

**E. Conduct During Class**

I reserve the right to lower your final grade if you engage in behavior that disrupts the learning environment for your classmates."

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

Please turn off your cell phone during class.

It is 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.

**G. Grading Policies for this Course**

**1. Grade Scale**

Because this course is a required course, both the mandatory mean and mandatory grade distribution apply. 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>

**2. Grade Calculation**

**Graded assignments 10-15% of Grade**

**Final Exam 80-85% of Grade**

**\*Participation May determine eligibility for a bump**

**when I assign grades based on mandatory**

**grade distribution**

\*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

**3. Late Submission of Assignments—impact on grade**

**If, good cause and authorization, you do not turn in a homework assignment, graded document, quiz or in class project on time, your final grade on the assignment,** I am entitled to drop your grade one grade level for the missed assignment**.**

If you fail to turn in, on time, three homework assignments or in class project, or any of the graded documents or quizzes, I am entitled to drop you from the course.

**4. Attendance Policy and Impact on Grade**

Attendance will be taken at each class meeting. Students are allowed a **maximum of 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.

Except as stated in the COVID policy set out in section IV.A., you are expected to attend every class.\* If without good cause and, based on the circumstances, timely notice to me you miss more than 2 class periods, your final grade may be affected. If you miss 4 or more classes, you may be dropped from the course.

\*Students registered for the in-person section must attend in person unless they receive approval in advance from the instructor to participate in class virtually. Students who do not comply with this policy will be counted as absent.

**5. Policy regarding late exams**

The law school policy on exam delays and accommodations can be found at https://www.law.ufl.edu/life-at-uf-law/office-of-student-affairs/current-students/uf-law-student-handbook-and-academic-policies.

**H. Course Evaluations**

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 for guidance on how to give feedback in a professional and respectful manner. Students will be notified when the evaluation period opens, and can complete evaluations through the email they receive from GatorEvals, in their Canvas course menu under GatorEvals, or via ufl.bluera.com/ufl/. Summaries of course evaluation results are available to students here.”

**IV. Law School and University Policies**

**A. In-class recording**

Students are allowed to record video or audio of class lectures. However, the purposes for which these recordings may be used are strictly controlled. The only allowable purposes are (1) for personal educational use, (2) in connection with a complaint to the university, or (3) as evidence in, or in preparation for, a criminal or civil proceeding. All other purposes are prohibited. Specifically, students may not publish recorded lectures without the written consent of the instructor.

A “class lecture” is an educational presentation intended to inform or teach enrolled students about a particular subject, including any instructor-led discussions that form part of the presentation, and delivered by any instructor hired or appointed by the University, or by a guest instructor, as part of a University of Florida course. A class lecture does not include lab sessions, student presentations, clinical presentations such as patient history, academic exercises involving solely student participation, assessments (quizzes, tests, exams), field trips, private conversations between students in the class or between a student and the faculty or lecturer during a class session.

Publication without permission of the instructor is prohibited. To “publish” means to share, transmit, circulate, distribute, or provide access to a recording, regardless of format or medium, to another person (or persons), including but not limited to another student within the same class section. Additionally, a recording, or transcript of a recording, is considered published if it is posted on or uploaded to, in whole or in part, any media platform, including but not limited to social media, book, magazine, newspaper, leaflet, or third party note/tutoring services. A student who publishes a recording without written consent may be subject to a civil cause of action instituted by a person injured by the publication and/or discipline under UF Regulation 4.040 Student Honor Code and Student Conduct Code.

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.”

**B. Covid Precautions policy for students attending class in person**

Please take appropriate precautions for your health and safety. FYI, I have been vaccinated for COVID (the original strain, which is believed to be sufficient for the Delta variant).

**C. 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>.

UF students are bound by The Honor Pledge which states, “We, the members of the University of Florida community, pledge to hold ourselves and our peers to the highest standards of honor and integrity by abiding by the Honor Code. On all work submitted for credit by students at the University of Florida, the following pledge is either required or implied: ‘On my honor, I have neither given nor received unauthorized aid in doing this assignment.’ The Honor Code specifies a number of behaviors that are in violation of this code and the possible sanctions. Click here to read the Honor Code. Furthermore, you are obligated to report any condition that facilitates academic misconduct to appropriate personnel. If you have any questions or concerns, please consult with the instructor.

**D. Accommodations for Disability**

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.

**E. Wellness Resources**

The following resources are available to students:

**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 to refer or report a concern and a team member will reach out to the student in distress.

Web address: https://umatter.ufl.edu/

**Counseling and Wellness Center**: Visit the Counseling and Wellness Center website or call 352-392-1575 for information on crisis services as well as non-crisis services.

Web address: https://counseling.ufl.edu/

**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.

Web address: https://shcc.ufl.edu/

**University Police Department:** Visit UF Police Department website or call 352-392-1111 (or 9-1-1 for emergencies).

Web address: https://police.ufl.edu/

**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

**COURSE SCHEDULE**

**NOTICE 1\*:** I will post all materials for distribution **at Canvas**. Canvas is likewise where you will be posting your assignments. For those purposes, we use Canvas exclusively.

I use TWEN for conference sign-ups because it is much easier to use than the Canvas interface and allows students to sign up without others seeing their names. I will use TWEN for that purpose ONLY. I will add you to the TWEN course and provide a link from our Canvas “home page.”

**NOTICE 2\*\*:** I reserve the right to make changes to the course schedule as we progress as necessary. 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.

It is likely that I WILL make changes based on the speed at which my two sections proceed. I don’t like to rush through the material.

**NOTICE 3\*\*\*:** You will have at least 3 graded assignments during the semester. I have indicated in the syllabus where the assignments are likely to occur and what they are likely to be.

HOWEVER, I most likely will not be assigning all of them. I reserve the right to select which of these to assign to you. I will give you notice of a graded assignment at least 7 days prior to the date of the assignment.

**Meetings 1-6: Introduction to Drafting**

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| **Meeting 1** | **Meeting 1 Assignment:** None  Discussion: Introduction to Course and Materials; first set of assignments and general course direction explained |

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| **Meeting 2** | **Meeting 2 Assignment:** Assigned reading on types of contract provisions **[Part 1—initial overview re: expressing parties’ agreements]** and introduction to the conventions we will use in expressing them; assigned drafting exercise if posted at Canvas as of 8:00 pm on the same day as Meeting 2  **Discussion:** Introduction to types of contract provisions; a basic contract drafted several years ago as part of a student group project  “Contract” versus “agreement” in our class naming conventions; title, exordium, signatures, definitions  Introduction to background recitals and recital language |

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| **Meeting 3** | **Meeting 3 Assignment:** Assigned reading on types of contract provisions **[Part 2—INITIAL overview re: expressing parties’ agreements]** and **INITIAL** introduction to the conventions we will use in expressing them; assigned drafting exercise if posted at Canvas as of 8:00 pm on the same day as Meeting 2  **Discussion: Agreements between the parties (and specific to the transaction) [Part 1]**   * duration versus termination * primary [or core] exchange setting out the provisions that are the basis of the parties’ bargain: examples |

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| **Meeting 4** | **Meeting 4 Assignment:** Assigned reading on types of contract provisions **[INITIAL OVERVIEW]** and **INITIAL** introduction to the conventions we will use to express them; assigned drafting exercise if posted at Canvas as of 8:00 pm on the same day as Meeting 3  **Discussion of Types of Contract Provisions:** Lawyers’ considerations—agreements re: limitation or explication of the substantive law of the substantive law  breach, limitations of liability, merger, severance of invalid provisions, modification |

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| **Meeting 5** | **Meeting 5 Assignment:** Assigned reading on types of contract provisions **[INITIAL OVERVIEW]** and **INITIAL** introduction to the conventions we will use to express them; assigned exercise if posted at Canvas as of 8:00 pm on the same day as Meeting 4  **Discussion of Types of Contract Provisions: Lawyers’ considerations—agreements re: limitation or explication of the substantive law of the substantive law**  breach, limitations of liability, merger, severance of invalid provisions, modification |

**Meetings 6-7: Recognizing and Resolving Ambiguity**

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| **Meeting 6** | **Meeting 6 Assignment**: Assigned reading and exercise |

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| **Meeting 7** | **Meeting 7 Assignment**: Assigned reading and exercise |

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| **First graded quiz:**  **availability and**  **deadline TBA** | Complete the quiz, observing UF’s academic honesty guidelines (no collaboration with anyone anywhere and no materials outside of your course materials) |

**Meetings 7-8: Ambiguity**

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| **Meeting 7** | **Meeting 7 Assignment**: If posted as of 8:00 pm on the day of Meeting 7, questionnaire on assigned applicable law (possibly graded)  **Introduction to Commercial Lease—introduction to governing statute** |

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| **Meeting 8** | **Meeting 8 Assignment**: If posted as of 8:00 pm on the day of Meeting 7, assigned reading and possible exercise  **Discussion** of first set of assigned provisions |

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| **Meeting 9** | **Meeting 9 Assignment**: If posted as of 8:00 pm on the day of Meeting 8, assigned reading and possible exercise  **Discussion** of second set of assigned provisions |

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| **Meeting 10** | **Meeting 10 Assignment**: If posted as of 8:00 pm on the day of Meeting 9, assigned reading and possible exercise  **Discussion** of final set of assigned provisions |

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| **FINAL DRAFT**  (ungraded) | **Due date TBA**  Mandatory one-hour conference must be scheduled via **TWEN** conference schedule. I will provide a link from Canvas. |

**MEETINGS 11-14: Certain issues governed by substantive law**

**(If I assign these questionnaires, they may be graded OR ungraded)**

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| **Meeting 11** | **Meeting 11 Assignment**: If posted as of 8:00 pm on the day of Meeting 10, assigned reading and open-book questionnaire re: Florida case law on release and indemnification  **Discussion:** Introduction to Release and Indemnification Agreements |

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| **Meeting 12** | **Meeting 12 Assignment**: If posted as of 8:00 pm on the day of Meeting 11, assigned reading and possible revision of limitation of liability provision.  **Discussion:** Release and indemnification agreement |

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| **Meeting 13** | **Meeting 13 Assignment:** If posted as of 8:00 pm on the day of Meeting 12, assigned reading and open-book questionnaire re: excuse provisions  **Discussion:** Excuse for late performance or failure to perform |

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| **Meeting 14** | **Meeting 14 Assignment: open-book** questionnaire on forum selection, choice of law, merger of agreements/integration, and modification  **Discussion:** Forum selection, choice of law, merger of agreements/integration, and modification |

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| **Second graded quiz:**  **availability and**  **deadline TBA** | Complete the quiz, observing UF’s academic honesty guidelines (no collaboration with anyone anywhere and no materials outside of your course materials) |

**Meetings 15-20 (exercises: drafting various types of provisions)**

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| **Meeting 15** | **Meeting 15 Assignment:** If posted as of 8:00 pm on the day of Meeting 14, assigned reading and drafting exercise |

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| **Meeting 16** | **Meeting 16 Assignment:** If posted as of 8:00 pm on the day of Meeting 15, assigned reading and drafting exercise |

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| **Meeting 17** | **Meeting 17 Assignment:** If posted as of 8:00 pm on the day of Meeting 16, assigned reading and drafting exercise |

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| **Meeting 18** | **Meeting 18 Assignment:** If posted as of 8:00 pm on the day of Meeting 17, assigned reading and drafting exercise |

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| **Meeting 19** | **Meeting 19 Assignment:** If posted as of 8:00 pm on the day of Meeting 18, assigned reading and drafting exercise |

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| **Meeting 20** | **Meeting 20 Assignment:** If posted as of 8:00 pm on the day of Meeting 19, assigned reading and drafting exercise |

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| **Meeting 21** | **Meeting 21:** If posted as of 8:00 pm on the day as previous meeting, assigned reading and drafting exercise |

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| **Third graded quiz:**  **availability and**  **deadline TBA** | Complete the quiz, observing UF’s academic honesty guidelines (no collaboration with anyone anywhere and no materials outside of your course materials) |

**Meetings 22-26**

At this point, our work will be focused on the final project for the remainder of the semester; non-mandatory exam conferences begin the previous week