**Law 6807**

Legal Drafting B [section 28269]: M-W at 5:45-6:40 pm [Rms 283/284]

Legal Drafting C [section 28630 ]: T-Th at 5:45-6:40 [Rms 283/284]

**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: Tuesday and Wednesday**

**9***:00 am to 11:00 Tuesday and Wednesday via Zoom link AND usually at many additional times as posted in Canvas ANNOUNCEMENTS*

**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 via Canvas

**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.**

There is no textbook assigned for this course. Instead, I provide you with the materials

you need via CANVAS. I will **highly recommend** that you print our certain materials or get them printed; however, this is not something I will be policing.

**B. Written Assignments and Workload.**

The Legal Drafting course requires the completion outside of class of any short and medium-length drafting assignments and occasionally the completion of short class projects and on-line quizzes. I might well assign written work for EVERY CLASS.

**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. You are expected to edit your own work. 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 Spring 2020, we meet for office hours via Zoom.**

You will receive feedback on certain assignments via MANDATORY individual conferences. 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:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| 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>

**2. Grade Calculation**

**Graded assignments 25% of Grade**

**Final Exam 75% 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. Covid Precautions policy for students attending class in person**

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. 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.https://catalog.ufl.edu/UGRD/academic-regulations/attendance-policies/.”

**B. Prohibition of Recording of Class Discussion by Students**

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.”

**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.

**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.

**Projected Legal Drafting Schedule of Assignments and Course Discussion**

**MEETINGS 1-2: Introduction to Course and to Drafting Contracts**

**Meeting 1:** Introduction to Course and Procedures; explanation of materials and organization of Canvas site

**Meeting 2:** Introduction to Drafting Contracts--Types of Contract Provisions (Part 1)

\***Always read** the assignment instructions for that meeting on **the Assignment page at Canvas**! There you will find links to the materials you need as well as information concerning any graded or ungraded exercise.

**READ/STUDY**

“Identifying and Sequencing Types of Contract Provisions”

Sample fitness center contract

**PREPARE**

Prepare questionnaire and submit to Canvas

**IN CLASS**

In-class: edit your own questionnaire—submit your marked questionnaire to the folder

\*Always read the instructions **on the Assignment page at Canvas**! There you will find links to the materials you need as well as information concerning any graded or ungraded exercise.

**MEETINGS 3-4: Introduction to contract drafting**

**Meeting 3:** Types of Contract Provisions (Part 2)

\***Always read** the instructions for each meeting **on the Assignment page at Canvas**! There you will find links to the materials you need as well as information concerning any graded or ungraded exercise and any changes I make to the syllabus assignment.

**REVIEW**

“Identifying and Sequencing Types of Contract Provisions” regarding the types of provisions specified

In addition, study previous materials and questionnaire

**SUBMIT**

Prepare graded questionnaire as instructed and submit to the Canvas folder

**In class:** edit your own questionnaire—submit your marked questionnaire to the folder

\*Always read the instructions **on the Assignment page at Canvas**! There you will find links to the materials you need as well as information concerning any graded or ungraded exercise.

**Meeting 4—**drafting principles**:** Introduction to Types of Contract Statements and Conditions

\*Always read the instructions for each meeting on the Assignment page at Canvas! There you will find links to the materials you need as well as information concerning any graded or ungraded exercise. If I have made changes to the assignment described below, you will find the information there.

**READ**

All assigned material

* On “Types of Contract Statements” (promises, rights, requirements, rules, and recitals (statements) of fact, representation, warranty, affirmation, acknowledgment, and intention
* On drafting conditions

**SUBMIT**

Prepare UNGRADED questionnaire as instructed and submit to the Canvas folder

**In class:** edit your own questionnaire—submit your marked questionnaire to the folder

\*Always read the instructions **on the Assignment page at Canvas**! There you will find links to the materials you need as well as information concerning any graded or ungraded exercise.

**MEETING 25 happens during the second week of class!**  Additional class on writing and grammar—small groups. These 50 minute small group meetings will replace ONE HOUR of class at the end of the semester—i.e., I will cancel that class.

**MEETINGS 5-6: Form Contracts & “Term Sheets”**

Possible graded open-book quiz at the date and time specified on the Assignments page\*\*\*

I will give you notice at least 7 days prior to the due date

Quiz will be based on the principles covered in the material assigned for the two previous questionnaires

**Meeting 5 (meet online):** Drafting lease provisions for a form contract based on a client’s “term sheet”

Part 1: Assessing the client’s needs—preparing to interview the client

**READ**

Assigned materials

**SUBMIT**

Complete ungraded questionnaire & submit to Canvas as instructed

In class: Client interview

\*Always read the instructions **on the Assignment page at Canvas**! There you will find links to the materials you need as well as information concerning any graded or ungraded exercise.

**Meeting 5 (meet online):** Drafting lease provisions for a form contract based on a client’s “term sheet”

Part 1: Assessing the client’s needs—preparing to interview the client

\*Always read the instructions **on the Assignment page at Canvas**! There you will find links to the materials you need as well as information concerning any graded or ungraded exercise.

**READ**

TBA

**PREPARE AND SUBMIT**

As instructed, submit a list of questions for the client interview

In class, you will work together in groups, sharing your questions with other group members

Together you will prepare a list of at least 10 questions for the client

**Meeting 6 (meet online):** Drafting lease provisions for a form contract based on a client’s “term sheet”

Part 2—creating a preliminary organizational scheme & interviewing the client

\*Always read the instructions **on the Assignment page at Canvas**! There you will find links to the materials you need as well as information concerning any graded or ungraded exercise.

**READING**

Material on organizing the contract

**SUBMIT**

Preliminary organizational scheme

**IN CLASS—CLIENT INTERVIEW/WORK ON AN ORGANIZATIONAL SCHEME IN GROUPS**

Each group will meet the “client” for 10 minutes while others in the class begin working to create an organizational scheme based on the term sheet

**MEETINGS 7-8: Form Contracts & “Term Sheets” (Continued)**

**Meeting 7:** Drafting lease provisions for a form contract based on a client’s “term sheet”

Part 3—applying a governing statute

**READ**

Assigned UCC provisions and other assigned statute (if any)

**PREPARE AND SUBMIT AS INSTRUCTED**

GRADED QUESTIONNAIRE

\*Always read the instructions **on the Assignment page at Canvas**! There you will find links to the materials you need as well as information concerning any graded or ungraded exercise.

**Meeting 8**—Drafting principles: Recognizing ambiguous words and phrases and modifier ambiguity

**READ:** Assigned materials

**SUBMIT:** Ungraded questionnaire

IN-CLASS: We discuss questionnaire and you edit your own responses

**MEETINGS 9-10: Form Contracts & “Term Sheets” (Continued); word choice in contracts**

**Meeting 9:** Drafting lease provisions for a form contract based on a client’s “term sheet”

Part 4—drafting assigned provisions

**READ/REVIEW:** Assigned materials

**SUBMIT:** Provisions that I ask you to draft

IN-CLASS: We will discuss the provisions and you will edit your own work

**Meeting 10—drafting principles:** Drafting broad and specific language and drafting flexible standards

**READ/REVIEW:** Assigned materials

**SUBMIT:** Ungraded questionnaire

IN-CLASS: We will discuss the questionnaire

**MEETINGS 11-12: Form Contracts & Term Sheets (completed)**

Possible graded open-book quiz at the date and time specified on the Assignments page\*\*\*

I will give you notice at least 7 days prior to the due date

Quiz will be based on the principles covered in the material assigned for the two previous questionnaires

**Meeting 11:** Drafting lease provisions for a form contract based on a client’s “term sheet”; ***format***

**REVIEW:** All previous questionnaires and all related material + formatting materials re: provisions

**DRAFT:** Assigned provisions

**Meeting 12:** Drafting lease provisions for a form contract based on a client’s “term sheet”

**REVIEW:** All previous questionnaires and all related material

**DRAFT:** Assigned provisions

**MEETINGS 13-14: Drafting Provisions in a Negotiated Contract (license to use land)**

MANDATORY MEETINGS TO REVIEW YOUR LEASE PROVISIONS BEGIN THIS WEEK

**Meeting 13: Negotiating with the other party**

**READ:** Assigned material

**PREPARE:** TBA

**Meeting 14 (meet online): Negotiating as your client’s *advocate***

**READ:** Assigned material

**PREPARE:** TBA

**MEETINGS 15-16: Drafting Provisions in a Negotiated Contract (license to use land)**

**Meeting 15: Drafting negotiated provisions**

**READ:** Assigned material

**PREPARE:** Draft or revise assigned sections

**Meeting 16 (meet online): Reviewing provisions drafted by the other party**

**READ:** Assigned material

**PREPARE: graded provisions**

**MEETINGS 17-18: Drafting a Power of Attorney**

**Meeting 17:** Powers of attorney in Florida

**READ:** Assigned statute

**PREPARE :** Possibly graded questionnaire

**Meeting 18:** Using forms

**REVIEW:** Assigned forms

**PREPARE:** questionnaire/assigned provisions

**MEETINGS 19-20: Drafting a Power of Attorney; Exculpatory Provisions Part 2**

**Meeting 19:** Draft power of attorney

**REVIEW:** Assigned material and previous questionnaires

**PREPARE: graded** draft of power of attorney based on the fact pattern

**Meeting 20:** Exculpatory provisions—Part 1

**READ:** Assigned cases/case excerpts and any other material

**PREPARE:** Questionnaire

**MEETINGS 21-22: Exculpatory Provisions and Indemnification**

**Meeting 21:** Exculpatory provisions

**READ:** TBA

**PREPARE:** Revision to form release/express assumption of risk based on Florida statutes and our drafting materials

**Meeting 22:** Indemnification provisions

**READ:** Assigned cases/other materials

**PREPARE:** Revision to indemnification provisions

**MEETINGS 23**

**Meeting 23:** Draft of exculpatory/indemnification provision

REMAINDER OF CLASSES TBA