

*Adjunct Professor Don E. Goebel  
Fundamentals of Construction/Service-Related Contract Review and Negotiation  
Compressed Course  
University of Florida, Levin College of Law  
January 6-10, 2025*

## **FUNDAMENTALS OF CONSTRUCTION/SERVICE-RELATED CONTRACT REVIEW AND NEGOTIATION**

Compressed Course  
University of Florida, Levin College of Law  
January 6-10, 2025

### **Your adjunct professor for the course**

Don E. Goebel, Esq., LLMT  
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### **Class time**

January 6-9, 2025, 9:30 am-12:20 pm  
January 10, 2025, 9:30 am-11:20 am

### **Office hours**

I will be available by appointment. I will also remain in the classroom for in-person office hours from 12:30 to 1:30 pm on January 8 and 9, 2025. I encourage you to call or email me if there are difficulties with, or simply want to clarify your understanding of, any of the materials or concepts covered in the reading or in class. My cell phone number is (412) 523-3628 and my email is [dgoebel@maximcrane.com](mailto:dgoebel@maximcrane.com).

## **Course materials**

No textbook is required for this course. Materials and sample contracts will be provided to learn, review, practice, and highlight the course topics.

## **Description of the Course and Course Objective and Learning Outcomes:**

This course is one credit hour. Please note that ABA Standard 310 requires that students devote 120 minutes to out-of-class preparation for every “classroom hour” of in class instruction. It is expected that you will spend two hours preparing for every hour of in class instruction.

## **Student learning outcomes**

By the end of this course, students should be able to demonstrate an understanding of and be able to:

1. Review various fundamental legal concepts and the application of such concepts to the review and negotiation of commercial construction/service-related contracts, subcontracts, master service agreements, and other agreements between commercial parties including (but not limited to): torts, contracts, mechanics liens, conflicts of law, civil procedure, taxation, insurance, and labor/agency.
2. How construction/service-related contracts operate, what the various terms mean, and how to review, revise, and negotiate these agreements.
3. Appreciate the importance of and understand key contract provisions including, but not limited to, scope of work, flow down provisions, payment terms, lien waivers, allocation of/and assumption of risk, force majeure events, indemnity, hold harmless, and defense obligations, insurance including additional insured, primary/non-contributory and waiver of subrogation

endorsements, default triggers, warranties, back-charging/off-sets, damages (actual, consequential, liquidated), governing law, dispute resolution, etc.

4. Finally, students will engage in a simulated negotiation process to resemble the process of opposing interests, in which each party will edit, redline, and negotiate their requested changes in order to create the most favorable agreement for their client.

**Final Exam: Review and edit a contract from beginning to end.**

### **COURSE POLICIES**

**Attendance:** This is a compressed course. Attendance in class is required by both the ABA and the Law School. Attendance will be taken at each class meeting and is mandatory. 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](#).

**Etiquette: Communication Courtesy:** All members of the class are expected to follow rules of common courtesy in all email messages, threaded discussions, chats and in class discussions. Please do not disparage or discourage others' views and participations.

### **UNIVERSITY POLICIES**

#### **Observance of Religious Holidays**

UF Law respects students' [observance of religious holidays](#).

- Students, upon prior notification to their instructors, shall be excused from class or other scheduled academic activity to observe a religious holy day of their faith.
- Students shall be permitted a reasonable amount of time to make up the material or activities covered in their absence.
- Students shall not be penalized due to absence from class or other scheduled academic activity because of religious observances.

### **University Policy on Academic Misconduct**

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 (<https://sccr.dso.ufl.edu/students/student-conduct-code/>) specifies a number of behaviors that are in violation of this code and the possible sanctions. 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.

### **University Policy on Accommodating Students with Disabilities**

Students requesting accommodation for disabilities should register first with the Office of the Dean of Students (<https://www.dso.ufl.edu/drc/>). The Office of the Dean of Students will provide documentation to the student who then must provide this documentation to the instructor when requesting accommodation. You must submit this documentation prior to submitting assignments or taking quizzes or exams. Because accommodations are not retroactive, students should contact the Office of the Dean of Students as soon as possible in the semester for which they are seeking accommodation.

**Academic honesty:** Academic honesty and integrity are fundamental values of the University community. Students should be sure that they understand the UF Law Honor Code located [here](#). The UF Law Honor Code also prohibits use of artificial intelligence, including, but not limited to, ChatGPT and Harvey, to assist in completing quizzes, exams, papers, or other assessments.

### **Class Recordings**

All classes will be recorded via Mediasite in case students must miss class for health reasons. The Office of Student Affairs will work with faculty to determine when students may have access to these recordings, and the recordings will be password protected. It is the student’s responsibility to contact the Office of Student Affairs as soon as possible after an absence.

**Online 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. Guidance on how to give feedback in a professional and respectful manner is available at <https://gatorevals.aa.ufl.edu/students/>. 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 <https://ufl.bluera.com/ufl/>. Summaries of course evaluation results are available to students at <https://gatorevals.aa.ufl.edu/public-results/>.

### **GRADING POLICIES**

**Grading:** The course grade will be based on a comprehensive final exam administered two weeks after the last day of class where students will review and revise a contract using the tools and techniques learned throughout the semester. Grading will 10% based on attendance and participation and 90% on the final exam.

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
A (Excellent)	4.0
A-	3.67
B+	3.33
B	3.0
B-	2.67
C+	2.33
C (Satisfactory)	2.0
C-	1.67
D+	1.33
D (Poor)	1.0
D-	0.67
E (Failure)	0.0

The law school grading policy is available [here](#).

**COURSE SCHEDULE**

Day/Time	Date	Topic	Reading	Assignment
Day 1 – Monday/9:30 am-10:20 am;10:30 am-11:20 am; 11:30 am-12:20 pm	January 6, 2025	Introduction to Contract Review & Allocation of Risk; review of legal concepts in commercial contracts	-Power point with the Who, What, and Where of contract formation; definitions of upcoming vocabulary/concepts; -Sample of various commercial contracts	-Read contracts provided to identify areas that match the definitions covered and determine if the various provisions/sections are fair/equitable and meet the required elements
Day 2 – Tuesday/9:30 am-10:20 am; 10:30 am-11:20 am; 11:30 am-12:20 pm	January 7, 2025	Scope, Flow Down, Pricing, Liens, Assumption of Risk, Warranty, Time of the Essence and Force Majeure, Governing Law	-Power point that discusses the assigned topic with sample contract provisions; -Sections of various contracts provided	-Read contracts provided with sections relevant to the topics covered
Day 3 – Wednesday/9:30 am-10:20 am; 10:30 am – 11:20 am	January 8, 2025	Indemnity, hold harmless, and defense obligations	-Power point that discusses indemnity, hold harmless, and defence obligations (Type I, Type II, and Type III) in greater depth; -FLA. STAT. ANN. § 725.06 (anti-indemnity statute); - Letter to repeal STAT. 725.06 - <i>South Winds Const. Corp. v. Preferred Contractors Ins. Co. LLC</i> , (duty to defend)	-Read contracts provided with sections relevant to the topics covered -Read statutes assigned

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Day 3 – Wednesday/11:30 am-12:20 pm	January 8, 2025	Insurance	-Power point that discusses the different types of insurance and the insurance-indemnity loophole; - <i>Cone Bros. Contracting Co. v. Ashland-Warren, Inc.</i> ; <i>Housing Inv. Corp of Fla. V. Carris</i> ; <i>Advanced Systems Inc. v. Gotham Insurance</i> (insurance)	-Read contracts provided with sections relevant to the topics covered -Read statutes assigned
Day 4 – Thursday/9:30 am-10:20 am	January 9, 2025	Insurance continued;	-See above	-See above
Day 4 – Thursday/10:30 am-11:20 am; 11:30 am-12:20 pm	January 9, 2025	Default triggers, remedies, dispute resolution, other ancillary provisions	-Power point that discusses the topics assigned	-Read contracts provided with sections relevant to the topics covered
Day 5 – Friday/9:30 am-10:20 am; 10:30 am-11:20 am	January 10, 2025	Negotiation/review and questions	-Power point that discusses negotiation, redlining, and correspondence tactics with opposing counsel/customers during contract negotiation.	- Discussion regarding the best agreement for businesses in construction

Disclaimer: This syllabus represents my current plans and objectives. Those plans may need to change to enhance the class learning opportunity. Such changes, communicated clearly, are not unusual and should be expected.