**LEGAL DRAFTING § C**

**UNIVERSITY OF FLORIDA LEVIN COLLEGE OF LAW**

**FALL SEMESTER SYLLABUS – LAW 13716 – 2 CREDITS**

**AUGUST 5, 2024**

Professor: Ben L. Fernandez

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Office Hours: Monday, Wednesday 10:00 – 1:00 and any other time by appointment

**MEETING TIME**: Monday, Wednesday 1:15 – 2:10

**LOCATION:** HH – 355B

**COURSE DESCRIPTION AND OBJECTIVES:**

Legal Drafting focuses on principles and practice of drafting contracts; the interpretation of enforceable contracts; and the reinforcement of professional writing skills. This section focuses on general contract drafting skills. Students will also learn to use Artificial Intelligence to assist in the drafting process.

**STUDENT LEARNING OUTCOMES:**

At the end of this course, students should be able to:

1. Apply the principles and practices appropriate for drafting contracts.

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.

9. Learn to use Artificial Intelligence to assist with contract drafting.

**REQUIRED READING MATERIALS:**

***Drafting Contracts: How and Why Lawyers Do What They Do*** (second edition) by Tina Stark.

***Chat GPT-4***. Available at OpenAI.com. Necessary for the creation of custom GPT’s.

Please be sure to register for the Canvas course and have any required materials with you in print or easily accessible electronic form in class. You are responsible for checking your Canvas page and the e-mail connected to the page on a regular basis for any class announcements or adjustments.

**COURSE EXPECTATIONS AND GRADING EVALUATION:**

A. Weekly Assignments. The Legal Drafting course requires the completion outside of class of many short and medium-length drafting assignments and the completion of short in-class projects and on-line quizzes.

B. 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.

C. Grade Calculation.

Students will be evaluated based upon the following:

Homework assignments, quizzes, class participation 10% of Grade

Purchase Agreement drafted from scratch 20% of Grade

Employment Agreement drafted from scratch 20% of Grade

Take Home drafting project 50% of Grade

**CLASS ATTENDANCE AND MAKEUP POLICY:**

Attendance in class is required by both the ABA and the Law School. Attendance will be taken at each class meeting. Students are allowed four absences during the course of the semester. Students are responsible for ensuring 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 law school’s policy on attendance can be found [here](https://www.law.ufl.edu/life-at-uf-law/office-of-student-affairs/current-students/uf-law-student-handbook-and-academic-policies#:~:text=co%2Dcurricular%20activities.-,Attendance,regular%20and%20punctual%20class%20attendance.&text=UF%20Law%20policy%20permits%20dismissal,of%2012%20credits%20per%20semester.).

**UF LEVIN COLLEGE OF LAW STANDARD SYLLABUS POLICIES:**

Other information about UF Levin College of Law policies, including compliance with the UF Honor Code, Grading, Accommodations, Class Recordings, and Course Evaluations can be found at this link: <https://ufl.instructure.com/courses/427635/files/74674656?wrap=1>.

**ABA OUT-OF-CLASS HOURS REQUIREMENTS:** ABA Standard 310 requires that students devote 120 minutes to out-of-class preparation for every “classroom hour” of in-class instruction. Each weekly class is approximately 2 hours in length, requiring at least **4 hours of preparation**.

**ARTIFICIAL INTELLIGENCE**: Students will be required to create and train a custom GPT using GPT-4 for this Contract Drafting class. Students will not be graded on the custom GPT they create and train, but they will be permitted to use it for assignments and assessments in this class. Students may not violate any copyright in the creation and training of their custom GPT. All work submitted must be the student's own work drafted with or without the assistance of a custom GPT created and trained solely by the student using GPT-4.

**COURSE SCHEDULE OF TOPICS AND ASSIGNMENTS:**

This syllabus is offered as a guide to the direction of the course. Our pace will depend in part on the level of interest and the level of difficulty of each section and is subject to change.

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| **Class** | **Assigned Reading (Due Before Class)** | **Assigned Writing (Due Before Class)** | **Class Discussion** |
| 8/19 | Read OpenAI Articles: GPTs FAQ, Creating a GPT and Key Guidelines for Writing Instructions for Custom GPTs | Subscribe to GPT-4 | Introduction to Course, Drafting Contracts, Using AI to assist with Drafting |
| 21 | Read Drafting Contracts, Chapters 1 & 2, Contract Concepts |  | Create Custom GPT’s and Begin Training on Contract Concepts |
| 26 | Read Drafting Contracts, Chapters 3 & 4, Contract Concepts | Identify Contract Concepts for Purchase Agreement, Upload to CANVAS | Translating the Business Deal, The Seven Contract Concepts,  **Appendix of Contract Concepts, Summary Chart** |
| 28 | Read Drafting Contracts, Chapter 5, Contract Organization | Organize Provisions in Purchase Agreement, Upload to CANVAS | A Contracts Parts |
| 9/4 | Read Drafting Contracts, Chapter 6, Beginning Sections | Draft Beginning Sections of Purchase Agreement, Upload to CANVAS | Beginning Sections of Purchase Agreement, **Guidelines for Recitals** |
| 9 | Read Drafting Contracts, Chapters 7 & 9, Definitions, Representations and Warranties | Draft Definitions, Representations and Warranties for Purchase Agreement, Upload to CANVAS | Definitions, **Guidelines for Definitions**, Representations and Warranties |
| 11 | Read Drafting Contracts, Chapter 8, Action Sections | Draft Action Sections for Purchase Agreement, Upload to CANVAS | Action Sections, **Guidelines for Payment Provisions** |

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| 16 | Read Drafting Contracts, Chapters 10 & 13, Covenants and Rights,  Will and Shall | Draft Covenants for Purchase Agreement, Upload to CANVAS | Covenants and Rights, **Drafting Guidelines**, Will and Shall |
| 18 | Read Drafting Contracts, Chapters 11 & 12, Conditions, Discretionary Authority, Declarations | Draft Conditions, Discretionary Authority and Declarations for Purchase Agreement, Upload to CANVAS | Discretionary Authority Declarations, Conditions |
| 23 | Read Drafting Contracts, Chapter 14 & 15, Contract Concepts Review, Endgame Provisions | Draft Endgame Provisions for Purchase Agreement, Upload to CANVAS | **Summary of Contract Concepts,** Endgame Provisions |
| 25 | Read Drafting Contracts, Chapters 16 & 17, General Provisions, Signatures | Draft General Provisions, Signatures for Purchase Agreement, Upload to CANVAS | General Provisions, Signatures |
| 30 | **Feedback** | Proofread Purchase Agreement, Upload to CANVAS | No Class: Live Feedback Conferences |
| 10/2 | **Feedback** | Proofread Purchase Agreement, Upload to CANVAS | No Class: Live Feedback Conferences |
| 7 | Read Drafting Contracts, Chapter 27 (27.1 to 27.5), The Drafting Process, **Preparing to Draft** | Complete First Quiz on CANVAS | Discuss Preparation for Contract Drafting, Watch Video |
| 9 | **Conducting a Client Intake,**  Read Drafting Contracts, Chapters 21.6.1, 21.6.2, Dates, Time | Draft Outline of Questions for Client Intake, Upload to CANVAS, Complete Second Quiz on CANVAS | Simulated Client Intake for Employment Agreement |
| 14 | Read Drafting Contracts, Chapters 19.2 & 19.5, Subsections, Headings | Draft Beginning Sections of Employment Agreement, Upload to CANVAS, Complete Third Quiz on CANVAS | Go Over Drafted Sections of Employment Agreement, Quiz Responses |
| 16 | Read Drafting Contracts, Chapters 18.2 & 22.2, Legalese, Numbers | Draft Middle Sections of Employment Agreement, Upload to CANVAS, Complete Fourth Quiz on CANVAS | Go Over Drafted Sections of Employment Agreement, Quiz Responses |
| 21 | Read Drafting Contracts, Chapter 23.1 & 25, Gender, Adding Value | Draft Remaining Sections of Employment Agreement, Upload to CANVAS, Complete Fifth Quiz on CANVAS | Go Over Drafted Sections of Employment Agreement, Quiz Responses, Adding Value |
| 23 | Read Drafting Contracts, Chapter 27 (27.6 to 27.8), The Drafting Process, **Drafting with Precedent Documents** | Complete Revisions to Practice Contract, Upload to CANVAS | Go Over Revisions to Practice Contract |
| 28 | Read Drafting Contracts, Chapter 28, Reviewing and Commenting, **Revising the Other Side’s Documents** | Complete Revisions to Practice Contract, Upload to CANVAS | Go Over Revising the Other Side’s Documents |

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| 30 | **Negotiating Contract Provisions,** Read **12 Practical Tips on How to Negotiate Contracts** by Laure Frederick | Read either Borrower Memo or Lender Memo | Simulated in Class Contract Negotiations |
| 11/6 |  | Attend Transactional Practice Panel, Date, Time and Location TBD | No Class |
| 13 |  |  | **Pass Out Take Home Project,** Review for Take Home Project |
| 18 |  |  | Proofreading Strategies |
| 20 |  |  | No Class, **Take Home Project Due** |