

Legal Drafting Syllabus

Fall Semester, Section D, Law 12602
University of Florida Levin College of Law
January __, 2026

PROFESSOR:

Ben L. Fernandez, 316 Holland Hall, 352 225 8031, Fernandez@law.ufl.edu. Office Hours: Monday, Wednesday, 12:00 p.m. to 1:00 p.m.; 3:00 p.m. to 4:00 p.m., and by appointment.

CLASS TIME AND LOCATION:

Monday, Wednesday, 4:30 to 5:35 pm, HH Rm 345.

COURSE DESCRIPTION AND OBJECTIVES:

More than half the lawyers in the United States are engaged in transactional practice. This class introduces you to contract drafting and transactional practice by covering common conventions for drafting provisions and organizing contracts, drafting contracts from scratch and using precedents, negotiating contract provisions, drafting authority documents for a closing, and using Artificial Intelligence and various online services to draft contracts and do the other things involved in transactional practice.

STUDENT LEARNING OUTCOMES:

At the end of this course, you should be able to: (1) prepare to draft a contract by familiarizing yourself with the client's business and applicable law; (2) conduct a client interview, soliciting the information for the proposed transaction or relationship; (3) draft a purchase agreement and/or term contract from scratch following the conventions in a textbook; (4) add value to a contract by considering contingencies and using legal mechanisms to better protect the client's interests; (5) apply caselaw and/or statutory law to contract provisions; (6) tailor and revise complex form documents; (7) negotiate contract provisions; (8) draft a certificate and vote for an individual signing a contract for a corporation; (9) understand what Artificial Intelligence and other online services are available to assist with contract drafting; and (10) draft a contract amendment.

REQUIRED READING MATERIALS:

The required textbook for all Legal Drafting courses at UF is *Drafting Contracts: How and Why Lawyers Do What They Do* (third edition) by Tina Stark & Monica Llorente. I will provide you with a supplement for this topic. 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.** This course requires the completion of outside of class of homework assignments based on the readings in the textbook and several graded drafting projects.

B. **Grade Calculation.** You will be evaluated based upon the following:

Class participation and homework assignments	10% of Grade
First Contract drafted from scratch	20% of Grade
Second Contract drafted from scratch	20% of Grade
Final Take Home Drafting Project	50% of Grade

You are expected to participate in class. If you don't participate voluntarily, I will likely "cold call" on you. If you still don't participate, your final grade may be reduced by up to 5% (1% each time that happens). Homework assignments that are not timely completed before class are also subject to a deduction of up to 5% (1% for each assignment not turned in).

You are also solely responsible for your assignments and assessments. You may not collaborate with other students or persons, or use online services or programs, including "Generative AI" services like ChatGPT, for graded assessments.

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](#).

UF LEVIN COLLEGE OF LAW STANDARD SYLLABUS POLICIES:

Other information about UF Levin College of Law policies can be found at [this link](#).

UF ACADEMIC POLICIES AND RESOURCES:

Other information about UF academic policies and resources can be found at [this link](#).

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** outside of class including reading the assigned materials, writing critical analyses, and developing your final paper.

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.

Class	Assigned Reading (Due Before Class)	Assigned Writing (Due Before Class, Upload to Canvas)	Class Discussion
1/21	Introduction to Contract Drafting and Transactional Practice, Read Textbook, Chapters 1-3 (24 pp)		Introduction to Course, First Contract
26	Identifying Covenants, Prohibitions, Rights and Declarations, Read Textbook, Chapters 4-7 (28 pp)	Identify Contract Concepts for First Contract, Complete Memo in Canvas Files, Upload to Canvas	Contract Concepts
28	Organizing Contract Sections, Read Textbook, Chapter 13 (18 pp)	Identify Contract Parts for First Contract, Complete Memo in Canvas Files, Upload to Canvas	Contract Parts
2/2	Draft Introductory Provisions, Read Textbook, Chapter 14 (30 pp)	Draft Beginning Sections of First Contract, Upload to Canvas	Beginning Sections of First Contract
4	Draft Definitions and Representations and Warranties, Read Textbook, Chapter 15 & 8 (36 pp)	Draft Definitions and Representations and Warranties for First Contract, Upload to Canvas	Definitions, Representations and Warranties
9	Draft Action Sections, Read Textbook, Chapter 16 & 9 (46 pp)	Draft Action Sections for First Contract (Subject Matter Performance, Term and Payment, Upload to Canvas	Action Sections, Payment
11	Drafting Rights, Declarations & Conditions, Read Textbook, Chapters 10-12 (38 pp)	Draft Services Provisions for First Contract, Upload to Canvas	Payment and Services
16	Draft Endgame Provisions, Read Textbook, Chapter 17 (34 pp)	Draft Additional Provisions and Endgame Provisions for First	Endgame Provisions

		Contract, Upload to Canvas	
18	Draft General Provisions, Read Textbook, Chapter 18 (32 pp)	Draft General Provisions for First Contract, Upload to Canvas	General Provisions
23	Draft Signature, Schedules and Exhibits, Read Textbook, 19-21 (34 pp)	Draft Signatures and Proofread First Contract, Upload to Canvas	Signatures, Proofreading Strategies
25	Feedback	Revise and Upload Contract After Conference	No Class: Live Feedback Conferences
3/2	Feedback	Revise and Upload Contract After Conference	No Class: Live Feedback Conferences
4	Prepare for Client Intake, Supplement, Chapters 1 & 7 (29 pp)	Research Online to Prepare for Second Contract	Preparation for Contract Drafting, Adding Value
9	Conduct Client Intake, Read Textbook, 32 (16 pp)	Draft Outline of Questions for Client Intake, Upload Outline to Canvas	Simulated Client Intake for Agreement
11	Legalese and Format, Read Textbook, Chapter 22 & 23 (30 pp)	Draft Beginning Sections of Second Contract, Upload to Canvas	Beginning Sections of Contract, Legalese and Format
23	Ambiguity, Read Textbook, Chapter 25 (32 pp)	Draft Middle Sections of Second Contract, Upload to Canvas	Middle Sections of Contract, Ambiguity
23	Numbers and Other Considerations, Read Textbook, Chapters 26 & 27 (34 pp)	Draft Remaining Sections of Second Contract, Upload to Canvas	Remaining Sections of Contract, Numbers and Other Considerations
30	Sources for Precedent Documents, Read Supplement, Chapter 8 (7 pp)	Complete Timeline for Precedent Contract	Sources for Precedents, Timeline for Precedent

4/1	Draft with Precedent Documents, Read Supplement, Chapter 9 (15 pp)	Complete Revisions to Practice Contract, Upload to Canvas	Revisions to Practice Contract
6	Revise Precedents for the Other Side, Read Textbook, Chapters 33 (12 pp) Supplement, Chapter 10 (9 pp)	Complete Revisions to Practice Contract Provision, Upload to Canvas	Revisions to Practice Contract Provision
8	Apply Caselaw to a Contract Provisions	Complete Memo in Canvas Files, Upload to Canvas	Applying Caselaw to a Contract Provision
13	Negotiate Contract Provisions, Dealing with Ethical Issues, Read Supplement, Chapter 11 & 12 (12 pp), Read Borrower Memo or Lender Memo	Negotiate Contract Revisions, Due After Class, Upload to Canvas	Simulated in Class Contract Negotiations
15	Draft an Authority Document for a Closing, Read Supplement, Chapter 13 (9 pp)	Draft Authority Document, Due After Class, Upload to Canvas	Authority Documents, Closings
20	Draft a Contract Amendment, Read Supplement, Chapter 15 (5 pp)	Draft Contract Amendment, Due After Class, Upload to Canvas	Pass Out Take Home Project, Contract Amendments
22	Artificial Intelligence and Document Assembly Programs for Contract Drafting, Read Supplement, Chapter 14 (12 pp)		Artificial Intelligence and Document Assembly
27			No class, Take Home Project Due