

Legal Drafting §B
UNIVERSITY OF FLORIDA LEVIN COLLEGE OF LAW
FALL 2024 SYLLABUS – LAW 6807 - 2 CREDITS

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Office Hours: Thursday 1-3 or by appointment

The best way to reach me during the term is by using the Canvas email function- I check it regularly and your email won't get lost in my inbox.

MEETING TIME: Tuesday & Thursday 11-11:55

LOCATION: MLAC 213

COURSE DESCRIPTION AND OBJECTIVES:

This course is designed to introduce students to the skill of contract drafting. In this class, you will learn plain contract language drafting and apply widely accepted contract drafting concepts and provisions to meet the client's business needs. You will also learn and apply drafting techniques that limit the risk of conflict between the parties, by reducing ambiguity and creating a common understanding of the transaction.

STUDENT LEARNING OUTCOMES:

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

- Understand and apply contract concepts based on their business purposes.
- Draft each of a contract's parts with clarity and without ambiguity.
- Effectively work through the drafting process.
- Understand, draft and comment on contracts and basic transactional documents commonly encountered practice with the client's goals and objectives in mind.
- Understand and draft commonly used contract provisions

REQUIRED READING MATERIALS:

Text: Stark, Tina L., *Drafting Contracts (2nd Edition)*, ISBN #978-0-7355-9477-7, Wolters Kluwer Law and Business. Please note- there is a newer edition, but we will use the prior edition.

Barnett, Rachel, *A Short Happy Guide to Business Contracts (2nd Edition)* ISBN 978-1647086008, West Academic Publishing (You do not need to purchase this, it is available through as a study guide through your West Academic subscription)

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. Check your Canvas page and the e-mail connected to the page regularly for any class announcements or adjustments.

COURSE EXPECTATIONS AND GRADING EVALUATION:

You are expected to come to class having completed all the assigned reading and written work. Usually, you will have at least one written assignment each week. Most of the written assignments will not be graded. However, I will ask you to upload them to Canvas to show that you have completed them. Completion of your assignments will be considered when calculating your final grade.

Feedback- for most assignments I will provide the class with generalized feedback. For graded assignment I will give individual feedback.

At times I will ask you to review one another's work. This is a great way for you to see how someone else approaches the assignments, and to see problems that we usually cannot see in our own work. I expect that you will take these exercises seriously, provide useful feedback, and try to learn from what you have read.

Your final grade will be calculated as follows:

- 40% 4 Graded assignments; three will be drafting projects and one will be a quiz. The drafting assignments are graded on a 10-point scale; most grades will be a 7, 8 or 9- 7- needs improvement; 8- on track; 9- well done. The quiz will be graded based on the percentage of correct answers.
- 5% Successful completion of class exercises, class participation and attendance (including arriving on time to class).
- 55% Final project (tentative due date is the last day of class- Thursday November 14, 2024)

ATTENDANCE POLICY:

Attendance in class is required by both the ABA and the Law School. Please arrive on time- attendance will be taken at each class meeting. Students are allowed five absences during 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](#). The only absences that will be excused are those covered by the University's policy on Observance of Religious Holidays (see below). All others count towards the maximum allowed.

If you anticipate a problem with your attendance due to a family emergency or illness, please notify me immediately.

COMPLIANCE WITH UF HONOR CODE:

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](#).

Unless I ask you to use it, you are prohibited from using Artificial Intelligence to draft assignments. Although AI has made drafting much faster and more efficient, for class purposes, you need to show that you understand and can apply the drafting standards without AI. Once you demonstrate that skill, we may incorporate AI into our drafting process.

INFORMATION ON UF LAW GRADING POLICIES:

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

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

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.

EXAM DELAYS AND ACCOMMODATIONS:

The law school policy on exam delays and accommodations can be found [here](#).

STATEMENT RELATED TO ACCOMMODATIONS FOR STUDENTS WITH DISABILITIES

Students requesting accommodations for disabilities must first register with the Disability Resource Center (<https://disability.ufl.edu/>). Once registered, students will receive an accommodation letter, which must be presented to the Assistant Dean for Student Affairs (Assistant Dean Brian Mitchell). Students with disabilities should follow this procedure as early as possible in the semester. It is important for students to share their accommodation letter with their instructor and discuss their access needs as early as possible in the semester.

Students may access information about various resources on the UF Law Student Resources Canvas page, available at <https://ufl.instructure.com/courses/427635>.

STUDENT 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 may complete evaluations through the email they receive from GatorEvals, in their Canvas course menu under GatorEvals, or via <https://ufl.bluer.com/ufl/>. Summaries of course evaluation results are available to students [here](#).

RECORDINGS OF CLASS

I am allowing my classes to 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. If you will miss a class, please let me know as early as possible. Students who miss class for reasons other than illness may request access, but it is not guaranteed.

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 week you have approximately 2 hours of class time, requiring at least **4 hours of preparation** outside of class including reading the assigned materials, preparing written assignments and working on your final written project.

COURSE SCHEDULE OF TOPICS AND ASSIGNMENTS

This syllabus is offered as a guide to the direction of the course. Assignments are noted but specifics are posted on the Canvas Page. During the semester, the Canvas page is the best place to find your assignments. Our pace will depend in part on the level of interest and the level of difficulty of each section and is subject to change.

8/20	<i>Class 1: Introduction & Course Overview:</i> <i>Required Readings:</i> Chapters 1-2 of Drafting Contracts (Stark) Chapter 1 of Short and Happy Guide to Business Contracts (Barnet) White City Shopping Center LP v PR Restaurants LLC.pdf (in Canvas) See discussion post in Canvas
8/22	<i>Contract Concepts</i> Read: Chapters 3-4 in Stark Review: Standard residential lease agreement template (in Canvas) Prepare: Assignment posted on Canvas
8/27	<i>Parts of a Contract</i>

	Read: Chapters 5 and 26 in Stark Prepare: Assignment posted on Canvas
8/29	Introductory provisions, Definitions and Action Sections Read Chapters 6-8.4 in Stark
9/3	Drafting the contract provisions Read Chapters 9-12 in Stark
9/5	Drafting Contract provisions Read Chapters 13-14 in Stark
9/10	First Graded Assignment See Canvas for drafting prompt
9/12	Action Sections Reread Chapter 8 (through 8.4); read 21.6 Prepare: Assignment in Canvas
9/17	Representations and Warranties Reread Chapters 9 & 10; read Barnett pgs 59-67
9/19	Discretion and Declarations Read Chapter 11-12
9/24	Endgame provisions Read Chapter 15 in Stark; Barnett pgs 10-22
9/26	General provisions Read- Chapter 16 in Stark; Barnett chapters 3 & 4
10/1	Graded Assignment 2 See Canvas for prompt and instructions
10/3	Legalese and Ambiguity Read Chapters 18 & 21 Prepare: Assignment in Canvas
10/8	Contract Organization Read Chapters 17, 19, & 20 in Stark
10/10	TBA- Review/ catch up
10/15	Limitations on Liability Read Barnett pgs 36-62 (limits on liability); 66-87 (indemnification); and 113-120 (force majeure)
10/17	Other Drafting Considerations Read Stark Chapter 23
10/22	Amendments Read Stark Chapter 29
10/24	Third graded assignment See Canvas page for details
10/29	Adding Value to the Deal Read Stark Chapter 25 Review 25-1 for in class exercise

10/31	<i>The Drafting Process</i> Read StarkChapter 27
11/5	<i>Use of AI and Ethical Issue in Drafting/Graded Quiz due</i> Read Stark Chapter 30; Article linked in Canvas Review exercise 30-2 for in class exercise
11/7?	<i>Attend Transactional Practice Panel- Date time and location TBA</i>
11/12	<i>Final Course review</i>
11/14	<i>No class- final project due.</i>