

# **Legal Drafting**

University of Florida Levin College of Law

Fall Semester Syllabus, Law 6807 14004, 2 Credits

**Professor:** Ben L. Fernandez

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**Office Hours:** Monday, Wednesday

10:00 to 2:00 pm in Person

And by Appointment in Person or Online

**Monday, Wednesday 9:00 a.m. to 9:55 a.m.**

**HH 283**

## **I. Course Description**

Legal Drafting focuses on principals and practice of drafting contracts and other enforceable documents; the interpretation of enforceable documents; and the reinforcement of professional writing skills. Sections may focus on general contract drafting skills, or focus on drafting for specific practice areas.

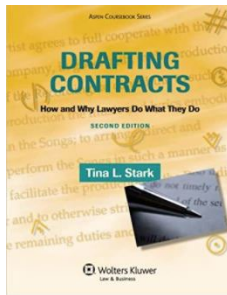
## **II. Course Objectives and Student Learning Outcomes.**

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. 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.

### III. Required Reading Materials



- A. Drafting Contracts: How and Why Lawyers Do What They Do by Tina Stark.

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.

### IV. 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 occasionally 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:

|                                                                                      |                     |
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| Class exercises, homework assignments, quizzes<br>class participation and attendance | <b>50% of Grade</b> |
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|               |                     |
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| Final Project | <b>50% of Grade</b> |
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## V. **Class Attendance 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 4 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](#).

## VI. **Other UF College of Law Policies**

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>.

## VII. **ABA Out-of-Class 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.

"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](#).”

### VIII. Course Schedule of Topics and Assignments

| Class | Assigned Reading (Due Before Class)                                                                    | Assigned Writing (Due Before Class)                                                | Class Discussion                                                                                        |
|-------|--------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| 8.21  | Read <u>Drafting Contracts</u> , Chapters 1 & 2, Contract Concepts, Read Prompt for Purchase Agreement |                                                                                    | Introduction to Course, Purchase Agreement, The Seven Contract Concepts                                 |
| 23    | Read <u>Drafting Contracts</u> , Chapters 3 & 4, Contract Concepts                                     | Identify Contract Concepts for Purchase Agreement, Upload to Canvas                | Translating the Business Deal, <b>Appendix of Contract Concepts, Summary Chart</b>                      |
| 28    | Read <u>Drafting Contracts</u> , Chapter 5, Contract Organization                                      | Organize Provisions in Purchase Agreement, Upload to Canvas                        | A Contracts Parts                                                                                       |
| 30    | Read <u>Drafting Contracts</u> , Chapter 6 & 7, Beginning Sections, Definitions                        | Draft Title, Preamble, Recitals, Words of Agreement, Definitions, Upload to Canvas | Title, Exordium, Recitals, Words of Agreement, Definitions, <b>Guidelines for Recitals, Definitions</b> |
| 9.4   |                                                                                                        |                                                                                    | Labor Day<br>No Class                                                                                   |

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|------|---------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| 6    | Read <u>Drafting Contracts</u> , Chapter 8 & 9                                        | Draft Reps. & Warranties, Subj. Matter Performance, Payment and Closing Provisions, Upload to Canvas        | Action Sections, <b>Guidelines for Payment Provisions</b> , Representations and Warranties |
| 11   | Read <u>Drafting Contracts</u> , Chapters 10 & 13                                     | Draft Seller's Covenants and Buyer's Covenants for Purchase Agreement, Upload to Canvas                     | Covenants and Rights, <b>Drafting Guidelines</b> , Will and Shall                          |
| 13   | Read <u>Drafting Contracts</u> , Chapters 11 & 12                                     | Draft Conditions and Rights / Discretionary Authority for Purchase Agreement, Upload to Canvas              | Conditions, Discretionary Authority                                                        |
| 18   | Read <u>Drafting Contracts</u> , Chapter 14 & 15                                      | Draft Buyer's Endgame Provisions for Purchase Agreement, Termination, Deposit Disposition, Upload to Canvas | <b>Summary of Contract Concepts</b> , Endgame Provisions                                   |
| 20   | Read <u>Drafting Contracts</u> , Chapters 16 & 17                                     | Draft General Provisions, Signatures for Purchase Agreement, Upload to Canvas                               | General Provisions, Testimonium, Signature Lines                                           |
| 25   | <b>Applying Case Rules to a General Provision</b>                                     | Research Liquidated Damages Provision, Revise Provision, Upload to CANVAS                                   | Discuss Cases, Revisions to Provision                                                      |
| 10.2 | <b>Drafting with Precedent Documents</b><br><br>Reading Materials Available in Canvas |                                                                                                             | Go Over Drafting with Precedent Documents, In Class Revisions to Practice Contract         |

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| 4  | <b>Closing a Transaction</b><br><br>Reading Materials<br>Available in Canvas                                                            |                                                                                                   | Go Over Closing a Transaction                                             |
| 9  | <b>Feedback</b>                                                                                                                         |                                                                                                   | No Class: Live Feedback Conferences                                       |
| 11 | <b>Feedback</b>                                                                                                                         |                                                                                                   | No Class: Live Feedback Conferences                                       |
| 16 | <b>Getting up to Speed</b><br><br>Reading Materials<br>Available in Canvas                                                              | Draft Answers for Intake Preparation                                                              | Discuss Preparation for Contract Drafting, Watch Video                    |
| 18 | <b>Conducting a Client Intake</b><br><br>Reading Materials<br>Available in Canvas                                                       | Draft Outline of Questions for Client Intake, Upload to CANVAS                                    | Simulated Client Intake for First Practice Contract                       |
| 23 | <b>Drafting a Contract from Scratch</b> , Read <u>Drafting Contracts</u> , Chapters 18.2, 19.2 & 19.5, Legalese, Subsections, Headings, | Begin Drafting Title, Exordium, Recitals, Words of Agr., Subj. Mat. Perf., Term, Upload to CANVAS | Go Over Title, Exordium, Recitals, Words of Agr., Subj. Mat. Perf., Term, |
| 25 | Read <u>Drafting Contracts</u> , Chapters 21.6.1, 21.6.2, Dates, Time                                                                   | Continue drafting Payment, Service Provisions, Upload to CANVAS                                   | Go Over Payment and Service Provisions                                    |

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| 30   | Read <u>Drafting Contracts</u> , Chapters 22.2, 23.1 Numbers, Gender                                                       | Finish drafting Termination, General Provisions, Testimonium and signature lines, Upload to CANVAS | Go Over Termination, General Provisions, Testimonium and Signature Lines                   |
| 11.1 | <b>Brainstorming</b><br><br>Reading Materials Available in Canvas<br><br><b>Applying Case Rules to a General Provision</b> | Research Indemnity Provision, Revise Provision, Upload to CANVAS                                   | Discuss Adding Value to Contract Drafting Project, Indmnty, In Class Revisions to Contract |
| 6    | <b>Revising the Other Side's Documents</b><br><br>Reading Materials Available in Canvas                                    |                                                                                                    | Go Over Revising the Other Side's Documents, In Class Revisions to Practice Contract       |
| 8    | <b>Negotiating Contract Provisions</b><br><br>Reading Materials Available in Canvas                                        |                                                                                                    | In Class Contract Negotiations<br><br><b>Final Project Assigned</b>                        |
| 13   | <b>Drafting a Contract Amendment</b><br><br>Reading Materials Available in Canvas                                          |                                                                                                    | Amend Contract In Class                                                                    |
| 15   | <b>Computer Assisted Drafting</b><br><br>Reading Materials Available in Canvas                                             |                                                                                                    | Discuss Document Assembly, Smart Contracts, ChatGPT and Contract Design                    |
| 20   |                                                                                                                            |                                                                                                    | <b>Final Project Due</b>                                                                   |