

Legal Drafting Tentative Syllabus

Law 6807 14088

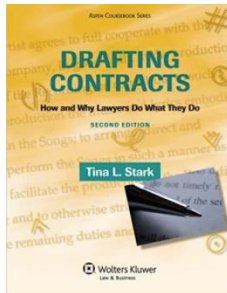
Monday, Wednesday 11:00 a.m. to 11:55 a.m., HH 283

2 Credit Hours; Fall 2022

Instructor: Ben L. Fernandez
312I Holland Hall
352 273 0937

Office Hours: Monday, Wednesday
12:00 to 3:00 pm in Person
And by Appointment in Person or Online

I. Course Materials



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

II. Course Method

- 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.

Class exercises, homework assignments, quizzes, class participation and attendance	25% of Grade
Take Home Project	75% of Grade

III. School Policies



1. Attendance

“Attendance will be taken at each class meeting. Students are allowed two 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](#).”

2. Exam Delays and Accommodations

- a. “The law school policy on exam delays and accommodations can be found [here](#).”
- b. “Students with disabilities who experience learning barriers and would like to request academic accommodations should connect with the Disability Resource Center. Click [here](#) to get started with the Disability Resource Center. 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.”

3. UF Law grading policies.

“This course follows the Levin College of Law’s grading policies found [here](#). The below chart describes the specific letter grade/grade point equivalent in place:

Letter Grade	Point Equivalent
A	4.0
A-	3.67
B+	3.33
B	3.0
B-	2.67
C+	2.33
C	2.0
C-	1.67
D+	1.33
D	1.0
D-	0.67
E (Failure)	0.0

4. **Online course evaluation process.**

“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.bluera.com/ufl/>. Summaries of course evaluation results are available to students [here](#).”

5. **Course workload and class preparation.**

“Students should expect to spend at least two hours outside of class reading and preparing for every hour of class.”

6. **Class recording.**

“Students are allowed to record video or audio of class lectures. However, the purposes for which these recordings may be used are strictly controlled. The only allowable purposes are (1) for personal educational use, (2) in connection with a complaint to the university, or (3) as evidence in, or in preparation for, a criminal or civil proceeding. All other purposes are prohibited. Specifically, students may not publish recorded lectures without the written consent of the instructor. A “class lecture” is an educational presentation intended to inform or teach enrolled students about a particular subject, including any instructor-led discussions that form part of the presentation, and delivered by any instructor hired or appointed by the University, or by a guest instructor, as part of a University of Florida course. A class lecture does not include lab sessions, student presentations, clinical presentations such as patient history, academic exercises involving solely student participation, assessments (quizzes, tests, exams), field trips, private conversations between students in the class or between a student and the faculty or lecturer during a class session.

Publication without permission of the instructor is prohibited. To “publish” means to share, transmit, circulate, distribute, or provide access to a recording, regardless of format or medium, to another person (or persons), including but not limited to another student within the same class section. Additionally, a recording, or transcript of a recording, is considered published if it is posted on or uploaded to, in whole or in part, any media platform, including but not limited to social media, book, magazine, newspaper, leaflet, or third party note/tutoring services. A student who publishes a recording without written consent may be subject to a civil cause of action instituted by a person injured by the publication and/or discipline under UF Regulation 4.040 Student Honor Code and Student Conduct Code.”

7. **Class demeanor expected by the professor (arriving late to class, cell phones, other disruptive behavior, etc.)**

“Please do not arrive late to class, leave early, or leave to take a break during class absent extenuating circumstances. Please turn off your cell phone during class. I reserve the right to lower your final grade if

you engage in behavior that disrupts the learning environment for your classmates."

8. **Academic honesty.**

"Academic honesty and integrity are fundamental values of the University community. Students should understand the UF Student Honor Code located [here](#)."

9. **Health and Wellness Resources:**

- *U Matter, We Care*: If you or someone you know is in distress, please contact umatter@ufl.edu, 352-392-1575, or visit [U Matter, We Care website](#) to refer or report a concern and a team member will reach out to the student in distress.
- *Counseling and Wellness Center*: [Visit the Counseling and Wellness Center website](#) or call 352-392-1575 for information on crisis services as well as non-crisis services.
- *Student Health Care Center*: Call 352-392-1161 for 24/7 information to help you find the care you need, or [visit the Student Health Care Center website](#).
- *University Police Department*: [Visit UF Police Department website](#) or call 352-392-1111 (or 9-1-1 for emergencies).
- *UF Health Shands Emergency Room / Trauma Center*: For immediate medical care call 352-733-0111 or go to the emergency room at 1515 SW Archer Road, Gainesville, FL 32608; [Visit the UF Health Emergency Room and Trauma Center website](#).

10. **Basic needs assistance.**

"Any student who has difficulty accessing sufficient food or lacks a safe place to live is encouraged to contact the Office of Student Affairs. If you are comfortable doing so, you may also notify me so that I can direct you to further resources."

11. **Preferred names and pronouns.**

"It is important to the learning environment that you feel welcome and safe in this class; and that you are comfortable participating in

class discussions and communicating with me on any issues related to the class. If your preferred name is not the name listed on the official UF roll, please let me know as soon as possible by e-mail or otherwise. I would like to acknowledge your preferred name, and pronouns that reflect your identity. Please let me know how you would like to be addressed in class, if your name and pronouns are not reflected by your UF-rostered name. I welcome you to the class and look forward to a rewarding learning adventure together.

You may also change your “Display Name” in Canvas. Canvas uses the “Display Name” as set in myUFL. The Display Name is what you want people to see in the UF Directory, such as “Ally” instead of “Allison.” To update your display name, go to one.ufl.edu, click on the dropdown at the top right, and select “Directory Profile.” Click “Edit” on the right of the name panel, uncheck “Use my legal name” under “Display Name,” update how you wish your name to be displayed, and click “Submit” at the bottom. This change may take up to 24 hours to appear in Canvas. This does not change your legal name for official UF records.”

12. Discourse, inclusion, and classroom ethos.

“As a law student and future lawyer, it is important that you be able to engage in rigorous discourse and critical evaluation while also demonstrating civility and respect for others. This is even more important in the case of controversial issues and other topics that may elicit strong emotions.

As a group, we are likely diverse across racial, ethnic, sexual orientation, gender identity, economic, religious, and political lines. As we enter one of the great learning spaces in the world—the law school classroom—and develop our unique personality as a class section, I encourage each of us to:

- commit to self-examination of our values and assumptions
- speak honestly, thoughtfully, and respectfully
- listen carefully and respectfully
- reserve the right to change our mind and allow for others to do the same
- allow ourselves and each other to verbalize ideas and to push the boundaries of logic and reasoning both as a means of

exploring our beliefs as well as a method of sharpening our skills as lawyers

As part of my commitment to teaching and serving the diverse UF Law community, I have signed the UF Law Anti-Racism Resolution (if applicable).”

IV. 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.

COURSE SCHEDULE

Class	Assigned Reading (Due Before Class)	Assigned Writing (Due Before Class)	Class Discussion
8.22	Read <u>Drafting Contracts</u> , Chapters 1 & 2, Contract Concepts		Introduction to Course, The Seven Contract Concepts
24	Read <u>Drafting Contracts</u> , Chapters 3 & 4, Contract Concepts	Identify Contract Concepts for Purchase Agreement	Translating the Business Deal, Appendix of Contract Concepts, Summary Chart
29	Read <u>Drafting Contracts</u> , Chapter 5, Contract Organization	Organize Provisions in Purchase Agreement	A Contracts Parts
31	Read <u>Drafting Contracts</u> , Chapter 6, Beginning Sections	Draft Title, Preamble, Recitals, Words of Agreement for Purchase Agreement	Title, Preamble, Recitals, Words of Agreement, Guidelines for Recitals
9.5	Read <u>Drafting Contracts</u> , Chapters 7 & 9, Definitions, Representations and Warranties	Draft Definitions, Representations and Warranties for Purchase Agreement	Definitions, Guidelines for Definitions , Representations and Warranties
7	Read <u>Drafting Contracts</u> , Chapter 8	Draft Subj. Matter Performance, Payment and Closing Provisions for Purchase Agreement	Action Sections, Guidelines for Payment Provisions

12	Read <u>Drafting Contracts</u> , Chapters 10 & 13	Draft Seller's Covenants and Buyer's Covenants for Purchase Agreement	Covenants and Rights, Drafting Guidelines , Will and Shall
14	Read <u>Drafting Contracts</u> , Chapters 11 & 12	Draft Conditions for Purchase Agreement (Financing)	Discretionary Authority and Declarations, Conditions
19	Read <u>Drafting Contracts</u> , Chapter 14 & 15	Draft Buyer's Endgame Provisions for Purchase Agreement (Return of Deposit)	Summary of Contract Concepts , Endgame Provisions
21	Read <u>Drafting Contracts</u> , Chapters 16 & 17	Draft General Provisions (Merger, Modification, Choice of Law, Choice of Forum), Signatures for Purchase Agreement	General Provisions, Signatures
26	Read <u>Drafting Contracts</u> , Chapter 27 (27.1 to 27.5), The Drafting Process, Getting up to Speed , Reading Materials Available in Canvas		Discuss Preparation for Contract Drafting, Watch Video
28	Conducting a Client Intake , Read <u>Drafting Contracts</u> , Chapters 21.6.1, 21.6.2, Dates, Time Reading Materials Available in Canvas	Draft Outline of Questions for Client Intake, Upload to CANVAS	Simulated Client Intake for First Practice Contract
10.3	Drafting a Contract from Scratch , Read <u>Drafting Contracts</u> , Chapters 19.2 &	Begin Drafting Title, Preamble, Background, Subject	Go Over Title, Preamble, Background,

	19.5, Subsections, Headings,	Matter Performance, Upload to CANVAS	Subject Matter Performance
5	Read <u>Drafting Contracts</u> , Chapters 18.2 & 22.2, Legalese, Numbers	Continue Drafting Lease Term, Rental Payments, Security Deposit, Statutory Disclosures, Upload to CANVAS	Go Over Lease Term, Rental Payments, Security Deposit, Statutory Disclosures
10	Read <u>Drafting Contracts</u> , Chapter 23.1, Gender	Continue Drafting Maintenance, Alteration, Insurance Taxes, Pets, Inspection, Upload to CANVAS	Go Over Maintenance, Alteration, Insurance Taxes, Pets, Inspection
12		Finish Drafting Termination, Cancellation, Time is of Essence, Assignment, Choice of Law, Choice of Venue, Closing Paragraph and Signature Lines, Upload to CANVAS	Go Over Termination, Cancellation, Time is of Essence, Assignment, Choice of Law, Choice of Venue, Closing Paragraph and Signature Lines
17	Read <u>Drafting Contracts</u> , Chapter 25, Adding Value, Brainstorming Reading Materials Available in Canvas		Discuss Adding Value to Contract Drafting Project
19	Feedback	Upload Proofread Agreement	No Class: Live Feedback Conferences
24	Feedback		No Class: Live Feedback Conferences

26	Read <u>Drafting Contracts</u> , Chapter 27 (27.6 to 27.8), The Drafting Process, Drafting with Precedent Documents, Document Assembly Programs Reading Materials Available in Canvas		Go Over Drafting With Precedent Documents, Document Assembly Programs
31	Reading Materials Available in Canvas	Complete Revisions to Practice Contract, Upload to CANVAS	Go Over Revisions to Practice Contract
11.2	Read <u>Drafting Contracts</u> , Chapter 28, Reviewing and Commenting, Revising the Other Side's Documents Reading Materials Available in Canvas		Go Over Revising the Other Side's Documents
7	Negotiating Contract Provisions , Reading Materials Available in Canvas	Read either Borrower Memo or Lender Memo	Simulated in Class Contract Negotiations
9	Reading Materials Available in Canvas		Pass Out Take Home Project , Review Conventions, Outlines
14	Closing a Transaction , Read Sample Closing Agenda, Clerk's Certificate and Vote Reading Materials Available in Canvas		Go Over Closing a Transaction
16	Read <u>Drafting Contracts</u> , Chapter 29.3, Amendments,		Go Over Contract Amendments

	Drafting a Contract Amendment Reading Materials Available in Canvas		
21	Read <u>Drafting Contracts</u> , Chapter 30, Ethical Issues, Dealing With Ethical Issues Reading Materials Available in Canvas		Take Home Project Due, Go Over Ethical Issues