

# Legal Drafting Syllabus (as of 1/2/23)

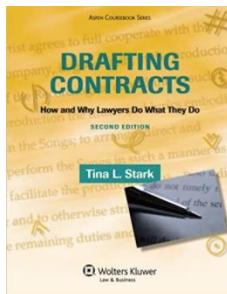
Law 6807 14146 and 14147  
Monday, Wednesday 9:00 a.m. to 9:55  
and 2:15 to 3:10 p.m., HH 285D

2 Credit Hours; Spring 2023

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

**Office Hours:** Monday, Wednesday  
10:00 a.m. to 2:00 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 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](#).”

#### 2. 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.”

#### 3. 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.”

4. **Health and Wellness Resources:**

- *U Matter, We Care:* If you or someone you know is in distress, please contact [umatter@ufl.edu](mailto: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](#).

5. **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.”

6. **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.”

7. **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).”

**8. Other information / 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>

**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
1	Read <u>Drafting Contracts</u> , Chapters 1 & 2, <b>Contract Concepts</b>		Introduction to Course, The Seven Contract Concepts, Watch Video
2	<b>Getting up to Speed</b>  Reading Materials Available in Canvas (c. 1)		Discuss Preparation for Contract Drafting, Work on Outline for Client Conference
3	<b>Conducting a Client Intake</b>	Draft Outline of Questions for Client Intake, Upload to CANVAS	Simulated Client Intake for First Practice Contract
4	Read <u>Drafting Contracts</u> , Chapters 3 & 4, <b>Contract Concepts</b>	Identify Contract Concepts for Purchase Agreement, Upload to CANVAS	Translating the Business Deal, <b>Appendix of Contract Concepts, Summary Chart</b>
5	Read <u>Drafting Contracts</u> , Chapter 5, <b>Contract Organization</b>	Organize Provisions in Purchase Agreement, Upload to CANVAS	A Contracts Parts
6	Read <u>Drafting Contracts</u> , Chapter 6, <b>Beginning Sections</b>	Draft Title, Preamble, Recitals, Words of Agreement for Purchase Agreement, Upload to CANVAS	Title, Preamble, Recitals, Words of Agreement, <b>Guidelines for Recitals</b>
7	Read <u>Drafting Contracts</u> , Chapters 7 & 9, <b>Definitions</b> ,	Draft Definitions, Representations and Warranties for	Definitions, <b>Guidelines for Definitions</b> ,

	<b>Representations and Warranties</b>	Purchase Agreement, Upload to CANVAS	Representations and Warranties
8	Read <u>Drafting Contracts</u> , Chapter 8, Chapters 21.6.1, 21.6.2, <b>Payment Provisions, Dates, Time</b>	Draft Subj. Matter Performance, Payment and Closing Provisions for Purchase Agreement, Upload to CANVAS	Action Sections, <b>Guidelines for Payment Provisions</b>
9	Read <u>Drafting Contracts</u> , Chapters 10 & 13, Chapters 19.2 & 19.5, <b>Covenants, Subsections, Headings</b>	Draft Seller's Covenants and Buyer's Covenants for Purchase Agreement, Upload to CANVAS	Covenants and Rights, <b>Drafting Guidelines</b> , Will and Shall
10	Read <u>Drafting Contracts</u> , Chapters 11 & 12, Chapters 18.2 & 22.2, <b>Conditions, Legalese, Numbers</b>	Draft Conditions for Purchase Agreement (Financing), Upload to CANVAS	Discretionary Authority and Declarations, Conditions
11	Read <u>Drafting Contracts</u> , Chapter 14 & 15, Chapter 23.1, <b>Endgame Provisions, Gender</b>	Draft Buyer's Endgame Provisions for Purchase Agreement (Return of Deposit), Upload to CANVAS	<b>Summary of Contract Concepts</b> , Endgame Provisions
12	Read <u>Drafting Contracts</u> , Chapters 16 & 17, <b>General Provisions, Ending Sections</b>	Draft General Provisions (Merger, Modification, Choice of Law, Choice of Forum), Signatures for Purchase Agreement, Upload to CANVAS	General Provisions, Signatures

13	<b>Brainstorming</b>  Reading Materials Available in Canvas (c. 7)		Discuss Adding Value to Contract Drafting Project
14			No Class: <b>Live Feedback Conferences</b>
15		Revise Contract after Conference. Upload to CANVAS	No Class: <b>Live Feedback Conferences</b>
16	<b>Preparing to Draft: Analyzing the Applicable Law</b>	Research Enforceability of General Provision and Draft Analysis Email, Upload to CANVAS	Discuss Analysis of Exculpatory Provisions, Application to Drafting
17	<b>Drafting with Precedent Documents</b>  Reading Materials Available in Canvas (c. 8&9)		Go Over Drafting With Precedent Documents
18	<b>Drafting a Contract Using Precedents</b>	Complete Revisions to Practice Contract, Upload to CANVAS	Go Over Practice Contract
19	<b>Introduction to Commercial Real Estate Finance Documents</b>  Reading Materials Available in Canvas (App.)	Draft Client Letter Explaining Loan Document, Upload to CANVAS	Discuss Revisions to Commercial Real Estate Finance Documents
20	<b>Negotiating Contract Provisions</b>  Reading Materials Available in Canvas (c. 10&11)		Discuss Contract Negotiation

21			Simulated in Class Contract Negotiations
22	<b>Closing a Transaction</b> Reading Materials Available in Canvas (c. 12)	Draft Certificate and Vote, Upload to CANVAS	Go Over Closing Agendas, Articles and Bylaws, Go Over Certificate and Vote
23	<b>Dealing With Ethical Issues</b> Reading Materials Available in Canvas (c. 13)		Discuss Ethical Issues, <b>Pass Out Take Home Project</b>
24	<b>Drafting a Contract Amendment</b> Reading Materials Available in Canvas (c. 14)	Draft Contract Amendment, Upload to CANVAS	Go Over Contract Amendments, Go Over Contract Amendment
25	<b>Drafting with Computers</b> Reading Materials Available in Canvas (c. 15)		Discuss Computer Assisted Drafting, Watch Video Examples
26			<b>Take Home Project Due</b>