

Legal Drafting Syllabus

**University of Florida Levin College of Law
Law 6807, Spring 2023
2 Credit Hours**

Class Number 29984: Tuesday and Thursday, 11:00 a.m. to 11:55 a.m., HH 355D

Class Number 29985: Tuesday and Thursday, 1:15 p.m. to 2:10 p.m., HH 283

Professor: Erin M. Swick

Office: 312N Holland Hall

Office Phone: To be provided

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Email: swick@law.ufl.edu

I. Course Objectives and Student Learning Outcomes.

The primary objective of this course is for you to learn how to organize, draft, review, and analyze contracts. Students should expect to spend at least two hours outside of class reading and preparing for every hour of class. After completing this course, students should be able to:

- Apply the principles and practices necessary to draft polished and professional legal documents.
- Draft and organize certain basic types of contract provisions (for example, term and termination, assignment and change of control, or forum selection clauses).
- Draft a contract from scratch, including representations, covenants, prohibitions, and rights.
- Understand how to work with complex form documents, including revising an existing form for a client, and proposing revisions to a document that opposing counsel has drafted.

II. Course Materials

- A. Required Text: Drafting Contracts: How and Why Lawyers Do What They Do by Tina Stark.
- B. Course Website: <http://elearning.ufl.edu/> Please 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.

III. Office Hours

My regular office hours will be Wednesday, 10:00 a.m. to 12:00 p.m. and by appointment. Please keep in touch with me! I try to respond to emails quickly. Reach out if you have any questions regarding the course, a specific assignment, or transactional practice.

IV. Course Expectations and Grading Policies

A. Weekly Assignments. The Legal Drafting course requires you to complete many short and medium-length drafting assignments outside of class and occasionally complete in-class projects and online quizzes.

B. Grading in This Course. Your final grade will be based on the following:

Class exercises, homework assignments, quizzes, **50% of Grade**
class participation and attendance

Take Home Final Drafting Project **50% of Grade**

C. UF Law Grading Policies.

This course follows the law school grading policy available [here](#). Students receive grade points according to the following scale:

Letter Grade	A	A-	B+	B	B-	C+	C	C-	D+	D	D-	E
Grade Points	4.0	3.67	3.33	3.0	2.67	2.33	2.0	1.67	1.33	1.0	0.67	0.0

V. Course Policies

A. 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](#).

This is a skills-based course, which means that your attendance is essential to achieving the course objectives. Your active and consistent participation in drafting exercises and class discussions is expected.

B. Compliance with the 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](#). The UF Law Honor Code also prohibits use of artificial intelligence, including, but not limited to, ChatGPT and Harvey, to assist in completing quizzes, exams, papers, or other assessments.

All work in this class must be your own. You may not review the work of a fellow student or allow another student to review your work, unless expressly authorized by me in advance.

C. 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.

D. Exam Delays and Accommodations.

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

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>.

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

F. 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 of any video or audio of this course without advance written 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.

G. Professionalism.

I expect professionalism at all times as if our classroom were a law office. All members of the class are expected to follow rules of common courtesy in all email messages, threaded discussions and chats.

H. Policies to Prevent the Spread of COVID-19.

Faculty, staff, and students are all expected to follow the policies and requirements set forth by the University of Florida with respect to preventing the spread of COVID-19. These policies are subject to change from time to time. Please refer to <https://coronavirus.ufl.edu/university-updates> for the latest guidelines. Thank you, in advance, for your community mindedness and for your efforts to help keep our law school community healthy.

All classes will 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.

I. 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](#).

COURSE SCHEDULE

Class	Assigned Reading (Due Before Class)	Assigned Writing (Due Before Class)	Class Discussion
January 17	Read <u>Drafting Contracts</u> , Chapters 1 & 2, Contract Concepts		Introduction to Course, The Seven Contract Concepts
January 19	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
January 24	Read <u>Drafting Contracts</u> , Chapters 5 & 26, Contract Organization	Organize Provisions in Purchase Agreement, Upload to CANVAS	Contract Parts, Organization tips
January 26	Read <u>Drafting Contracts</u> , Chapters 6 & 7, Beginning Sections and Definitions	Draft Title, Preamble, Recitals, Words of Agreement, and Definitions for Purchase Agreement, Upload to CANVAS	Title, Preamble, Recitals, Words of Agreement, Guidelines for Recitals, Guidelines for Definitions
January 31	Read <u>Drafting Contracts</u> , Chapter 8, Action Sections , Chapters 21.6.1, 21.6.2, Dates, Time	Draft Subject Matter Performance, Payment, and Closing Provisions for Purchase Agreement, Upload to CANVAS	Action Sections, Guidelines for Payment Provisions
February 2	Read <u>Drafting Contracts</u> , Chapter 9, Representations and Warranties	Draft Representations and Warranties for Purchase Agreement, Upload to CANVAS	Representations and Warranties, Disclosure Schedules
February 7	Read <u>Drafting Contracts</u> , Chapters 10 & 13, Sections 19.2 and 19.5, Covenants; Subsections and Headings	Draft Seller's Covenants and Buyer's Covenants for Purchase Agreement, Upload to CANVAS	Covenants and Rights, Drafting Guidelines
February 9	Read <u>Drafting Contracts</u> , Chapters 11 & 12, Conditions, Discretionary Authority, and Declarations	Draft Conditions for Purchase Agreement, Upload to CANVAS	Discretionary Authority and Declarations, Conditions
February 14	Read <u>Drafting Contracts</u> , Chapters 14 & 15, Endgame Provisions	Draft Buyer's Endgame Provisions for Purchase Agreement (Return of Deposit), Upload to CANVAS	Endgame Provisions

Class	Assigned Reading (Due Before Class)	Assigned Writing (Due Before Class)	Class Discussion
February 16	Read <u>Drafting Contracts</u> , Chapters 16 & 17, General Provisions and Signatures	Draft General Provisions (Merger, Modification, Choice of Law, Choice of Forum), Signatures for Purchase Agreement Upload complete draft to CANVAS.	General Provisions, Signatures
February 21			No Class: Live Feedback Conferences
February 23		Revise Contract after Conference. Upload to CANVAS	No Class: Live Feedback Conferences
February 28	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; Discuss email from client regarding employment agreement draft
March 2	Read <u>Drafting Contracts</u> , Chapter 27 (27.6 to 27.8), The Drafting Process, Drafting with Precedent Documents and Section 23.1, Gender Reading Materials Available in Canvas	Prepare list of questions for client regarding employment agreement, Upload to CANVAS	Go Over Drafting With Precedent Documents, Discuss employment agreement term sheet
March 7	Preparing to Draft: Analyzing the Applicable Law Reading Materials Available in Canvas	Research Enforceability of Covenant Not to Compete Provision and Draft Analysis Email, Upload to CANVAS	Continue discussion of precedent Employment Agreement, Discuss Covenants Not To Compete
March 9	Reading Materials Available in Canvas	Upload draft of Employment Agreement from term sheet to CANVAS	Go Over Revisions to Practice Contract

Class	Assigned Reading (Due Before Class)	Assigned Writing (Due Before Class)	Class Discussion
March 21	Reading Materials Available in Canvas		Midsemester Review; Q&A
March 23	Read <u>Drafting Contracts</u> , Chapter 29.3, Amendments, Drafting a Contract Amendment		Discuss Contract Amendments
March 28	Read <u>Drafting Contracts</u> , Chapter 25, Adding Value Reading Materials Available in Canvas	Draft Contract Amendment, Upload to CANVAS	Discuss Adding Value to Contract Drafting Project
March 30	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
April 4	Read <u>Drafting Contracts</u> , Chapters 19 & 20, Clarity through Format, Clarity through Sentence Structure	Upload revisions to opposing counsel's draft	Proofreading, Preparing professional documents
April 6	Kicking off a Transaction , read sample letter of intent, diligence request list, diligence results table, and diligence memo excerpts		Go over kicking off a transaction, conducting due diligence, and related drafting tasks
April 11	Closing a Transaction , read sample purchase agreement and sample closing checklist Reading Materials Available in Canvas	Complete quiz in Canvas regarding anti-assignment and change of control provisions	Go over closing a transaction and related drafting tasks
April 13	Read <u>Drafting Contracts</u> , Chapter 30, Dealing With Ethical Issues		Pass Out Final Exam Review Conventions, Outlines

Class	Assigned Reading (Due Before Class)	Assigned Writing (Due Before Class)	Class Discussion
April 18			Guest Speakers; Tips for Success in Practice
April 20		Final Exam Due	

Disclaimer:

This syllabus represents my current plans and objectives. As we go through the semester, those plans may need to change to enhance the class learning opportunity.