

Legal Drafting

University of Florida Levin College of Law

Spring Semester Syllabus, 2024

Law 6807 13862, 2 Credits

Professor: Ben L. Fernandez

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Office Hours: Monday, Wednesday

12:00 to 1:00 pm in Person

And by Appointment in Person or Online

Monday, Wednesday 1:15 to 2:10 p.m.

MLAC 213

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.

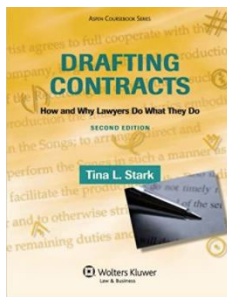
II. Course Objectives and Student Learning Outcomes.

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:

Homework assignments, class participation	10% of Grade
In class quiz (Chapters 1-17)	20% of Grade
Contract drafted from scratch	20% of Grade
Final Project	50% of Grade

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
1.17	Read <u>Drafting Contracts</u> , Chapters 1 & 2, Contract Concepts		Introduction to Course, The Seven Contract Concepts
22	Read <u>Drafting Contracts</u> , Chapters 3 & 4, Contract Concepts	Identify Contract Concepts for Sample Agreement, Upload to Canvas	Go Over Contract Concepts, Appendix of Contract Concepts, Summary Chart
24	Read <u>Drafting Contracts</u> , Chapter 5, Contract Parts	Organize Contract Provisions for Sample Agreement, Upload to Canvas	Go Over Contract Parts
29	Read <u>Drafting Contracts</u> , Chapters 6 & 7, Beginning Sections, Definitions	Draft Title, Preamble, Recitals, Words of Agreement, Definitions, Upload to Canvas	Go Over Beginning Sections, Guidelines for Recitals, Definitions

31	Read <u>Drafting Contracts</u> , Chapters 8 & 9, Action Sections, Reps and Warranties	Draft Subject Matter Performance Provision, Payment Provisions, Reps. & Warranties, Upload to Canvas	Go Over Action Sections, Reps and Warranties, Guidelines for Payment Provisions
2.5	Read <u>Drafting Contracts</u> , Chapters 10 & 13, Covenants and Rights, Will and Shall	Draft Covenants, Rights, Upload to Canvas	Go Over Covenants, Rights, Will and Shall, Drafting Guidelines
7	Read <u>Drafting Contracts</u> , Chapters 11 & 12, Conditions, Discretionary Authority, Declarations	Draft Conditions and Discretionary Authority and Declarations, Upload to Canvas	Go Over Conditions and Discretionary Authority
12	Read <u>Drafting Contracts</u> , Chapters 14 & 15, Endgame Provisions, Contract Concepts	Draft Endgame Provisions, Termination, Upload to Canvas	Go Over Endgame Provisions, Termination
14	Read <u>Drafting Contracts</u> , Chapters 16 & 17, General Provisions, Signatures	Draft General Provisions, Testimonium, Signatures, Upload to Canvas	Go Over General Provisions, Testimonium, Signature Lines
19	Review Chapters 1 - 17		In Class Drafting Quiz
21	Applying Case Rules to a Contract Provision , Read Cases	Draft Release, Upload to CANVAS	Discuss Cases and Release
26	Getting up to Speed Reading Materials Available in Canvas (BLF Textbook c. 1)		Discuss Preparation for Contract Drafting, Watch Video

28	Conducting a Client Intake	Draft Outline of Questions for Client Intake, Upload to CANVAS	Simulated Client Intake for First Practice Contract
3.4	Drafting a Contract from Scratch , Read <u>Drafting Contracts</u> , Chapters 18.2, 19.2 & 19.5, Legalese, Subsections, Headings	Begin Drafting Title, Exordium, Recitals, Words of Agr., Definitions, Subj. Mat. Perf, Upload to CANVAS	Go Over Title, Exordium, Recitals, Words of Agr., Definitions, Subj. Mat. Perf., Salary
6	Read <u>Drafting Contracts</u> , Chapters 21.6.1, 21.6.2, Dates, Time	Continue drafting Term, Renewal, Making of Videos, Payment for Services, Upload to CANVAS	Go Over Term, Renewal, Benefits, Expenses, Billable Hours, Duty of Car, Timekeeping, Admin Work
18	Read <u>Drafting Contracts</u> , Chapters 22.2, 23.1 Numbers, Gender	Continue Drafting Content and Use, Reps and Warranties, Conduct, Confidentiality, Upload to CANVAS	Go Over Vacation, Pro Bono, Inappropriate Conduct, Outside Work, Indemnity Evaluation
25	Brainstorming Reading Materials Available in Canvas (BLF Textbook c. 7)	Finish Drafting Termination, General Provisions, Signature Lines, Upload to CANVAS	Discuss Adding Value to Contract, Go Over Termination, Solicitation, Confidentiality, General Provisions, Signature Lines
27	Drafting with Precedent Documents Reading Materials Available in Canvas (BLF Textbook c. 8)	List online sources for sample contracts, Upload to CANVAS	Go Over Drafting with Precedent Documents, In Class Revisions to Practice Contract

4.1	Tailoring Documents for a Deal Reading Materials Available in Canvas (BLF Textbook c. 9)	Tailor Loan Agreement for Deals, Upload to Canvas	Go Over Drafting with Precedent Documents, In Class Revisions to Practice Contract
3	Revising the Other Side's Documents Reading Materials Available in Canvas (BLF Textbook c. 10)	Revise Financial Reporting Requirements, Upload to Canvas	Go Over Revising the Other Side's Documents, In Class Revisions to Practice Contract
8	Feedback		Feedback Conferences
10	Feedback		Feedback Conferences, Final Project Assigned
15	Negotiating Contract Provisions, Ethics Reading Materials Available in Canvas (BLF Textbook c. 11, 12)		In Class Negotiations
17	Closing a Transaction, Computer Assisted Drafting Reading Materials Available in Canvas (BLF Textbook c. 13, 14)		Discuss Closing Process, Chat GPT, Document Assembly, Smart Contracts and Contract Design,
22	Drafting a Contract Amendment Reading Materials Available in Canvas (BLF Textbook c. 15)		Go Over Contract Amendment, Final Project Due