

LEGAL DRAFTING

LAW 6807, Section 4735 (2 credits)
Professor Kristen Hardy | k.hardy@law.ufl.edu
(352) 273-0883
Fall 2022

This class will meet on Tuesdays and Thursdays from 1:15 p.m. – 2:10 p.m.¹ in Holland Hall 355D.

COURSE OVERVIEW, SYLLABUS & POLICIES

Welcome to *Legal Drafting*! This document provides an overview of the course and its learning objectives, university policies, and a topical outline that covers the first part of our course.

I.

Course Description and Learning Objectives

The primary objective and goal of this course is for you to learn how to review, draft, and analyze contracts.

By the end of this course, you should be able to:

1. Understand the business purpose of contract concepts.
2. Draft each part of a contract with clarity and without ambiguity.
3. Effectively work through the drafting process.
4. Understand, draft and comment on contracts and basic transactional documents commonly encountered in practice with the client's goals and objectives in mind.

It is anticipated that you will spend approximately 2 hours out of class reading and/or drafting an assignment for every 1 hour in class.

Course Texts

1. Stark, Tina L., DRAFTING CONTRACTS (2nd Edition), ISBN #978-0-7355-9477-7, Wolters Kluwer Law and Business.
2. Supplemental Material Posted to Canvas.

Course Website

You may access the course website at: <http://elearning.ufl.edu/>. All course business will be conducted through the website. I will post all reading assignments, supplemental readings, and course announcements there; and you can sign up for office hour appointment slots there.

Office Hours

I will hold office hours., beginning September 1, 2022. My office is located in Holland Hall 370C.

¹ From August 22, 2022-September 30, 2022, our class will conclude at 2:25 p.m.

I will hold a **Zoom office hour on Wednesdays between 11:00 a.m.-12:00 p.m.** My Zoom office “door” will remain open during that time and students may meet with me with or without an appointment. My Zoom office hour link can be found on the course website.

I will hold an **in-person office hour on Thursdays between 11:00 a.m.-12:00 p.m.** You can drop by or schedule an appointment through the course website. You will be expected to wear a mask if you meet with me in my office regardless of your vaccination status.

I am also happy to meet with you at other times. I will try to accommodate any student who needs to meet with me, even if it is outside of the listed hours. These meetings may be conducted in person or via Zoom. Please contact me, should the need arise, and we will find a time that works.

I reserve the right to amend this guidance as the semester progresses.

II.

Communication

Changes in class meeting times or assignments may be necessary during the semester, and you will be notified of the changes as early as possible. You are responsible for checking your e-mail and the course website daily for changes in meeting times or assignments. Further, you are responsible for complying with announcements regarding revisions to the content of this course.

Attendance

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

Missing Class. Despite our best efforts, unplanned circumstances sometime arise. Therefore, you may miss two (2) classes without penalty. If you miss more than two (2) classes, I may reduce your final grade. **If you miss more than six (6) classes, you will fail the course.**

Any days missed to observe a religious holiday will not be counted against you for attendance purposes if you notify me of the absence in advance.

Excessive tardiness will also result in a grade penalty.

Submission of Assignments

Assignment Submission. You must turn in your written assignments via the course website by the given deadline. *Computer problems, including e-mail or Canvas problems, should be foreseen and are not grounds for an extension.* Plan your time accordingly. Late assignments **will result** in your grade being lowered by one grade increment per day. An assignment will not be accepted if it is more than three days late.

Extensions. Extensions will be granted only for serious matters beyond the student’s control. If you find yourself in an emergency situation, contact me. Exceptions may be made for legitimate emergencies. If possible, request an extension before the assignment’s due date.

Computer Policy

We will be using computers in class frequently, so do plan to have them available each class.

Professional Behavior During Class

Please do not arrive late to class or leave early absent extenuating circumstances. Please turn off cell phones during class. I reserve the right to lower your final grade if you engage in behavior that disrupts the learning environment.

Participation grades are based on class attendance, preparation, and active participation in class activities and assignments.

Grading and Evaluation

In this course, a student's grade will be based on the following:

- (50%) Successful completion of homework, class exercises and assignments, as well as general participation and attendance.
- (25%) Major [mid-semester] project.
- (25%) Final project.

Grading Scale.

Grades are recorded permanently by the Office of the University Registrar. The grade point average (GPA) is determined by computing the ratio of grade points of semester hours of work attempted in courses in which letter grades are assigned. 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

Additional information on the law school's grading and evaluation policies is available in the UF Levin College of Law's website.

Exam Delays/Accommodations Statement

The law school policy on exam delays and accommodations can be found at:

<https://www.law.ufl.edu/life-at-uf-law/office-of-student-affairs/current-students/forms-applications/exam-delays-accommodations-form>.

Disability Accommodation Statement

Students with temporary or permanent medical conditions or physical, cognitive, or psychological disabilities may be able to receive accommodations to eliminate barriers to their success. Accommodations allow such students to not be at a disadvantage relative to other students as a result of conditions beyond their control.

In order to receive consideration for reasonable accommodations, you must complete the disability accommodation registration with the Dean of Students Office (<http://www.dso.ufl.edu/drc/>) or the UF Disability Resource Center (<https://disability.ufl.edu/get-started/>). You will be provided with documentation which you must then present to your instructor when requesting accommodation. You must submit this documentation **prior to** submitting assignments or taking exams. Accommodations are not retroactive, therefore, students should contact the office as soon as possible in the term for which they are seeking accommodations.

Recordings & Publication of Class Discussions

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 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.”

Academic Integrity and Plagiarism

Academic integrity is the pursuit of scholarly activity in an open, honest and responsible manner. Academic integrity is a basic guiding principle for all academic activity at the University of Florida Levin College of Law, and all members of the law school community are expected to act in accordance with this principle.

Students may find the law school Honor Code at: <https://www.law.ufl.edu/life-at-uf-law/office-of-student-affairs/additional-information/honor-code-and-committee/honor-code>.

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.

If you are feeling sick in any way during the semester, please stay home and contact the Office of Student Affairs at student.svc@law.ufl.edu.

If you test positive for COVID-19 through a PCR, rapid antigen or any at-home test, please do not come to class, isolate yourself, and call the Department of Health COVID-19 operations team at 352-273-9790 to report your case.

Zoom Policy

Please comply with the following during Zoom sessions:

- Cameras are required to remain ON during the entire session.
- Use the “Raised Hand” button under the Chat icon to ask questions during a session.
- Please dress appropriately—as you would during an in-person class—during Zoom sessions.

Course Evaluations

Students are expected to provide professional and respectful feedback on the quality of instruction in this course by completing course evaluations online via GatorEvals. Guidance on how to give feedback in a professional and respectful manner is available at <https://gatorevals.aa.ufl.edu/students/>. Students will be notified when the evaluation period opens and can 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 at <https://gatorevals.aa.ufl.edu/public-results/>.

Student Support

Any student who has difficulty accessing sufficient food, lacks a safe place to live, or who is experiencing any other personal hardship, is encouraged to contact the Office of Student Affairs at the phone number or email address that appears below. If you are comfortable doing so, you may also notify me so that I can direct you to further resources.

Counseling and Psychological Services

Many students at University of Florida Levin College of Law face personal challenges or have psychological needs that may interfere with their academic progress, social development, or emotional health. The law school and Gainesville community offer a variety of confidential services to help you through difficult times, including individual and group counseling, crisis intervention, consultations, online chats, and mental health screenings.

You can reach the law school’s mental health counselor, **Ritzy Ettinger** at email rettinger@ufl.edu or call **352-273-0620**.

You can also reach out to the following entities:

UF Counseling & Wellness Center/Gator-2-Gator
401 Peabody Hall
Gainesville, FL
Phone: 352-392-1575
Website: <https://counseling.ufl.edu/services/crisis/>

UF Crisis Hotline (24 hours/7 days/week)
Phone: 352-392-1575

Alachua County Crisis Center

Phone: 352-264-6789

Website: <https://www.alachuacounty.us/Depts/CSS/CrisisCenter/Pages/CrisisCenter.aspx>

University of Florida Levin College of Law

The Office of Student Affairs

Phone: 352-273-0620

Email: student.svc@law.ufl.edu

University of Florida

“U Matter, We Care”

Phone: 352-294-CARE (2273)

Email: umatter@ufl.edu

Website: <https://umatter.ufl.edu>

III.

Course Outline

	Class	Assigned Reading (Due Before Class)	Assigned Homework (Due Before Class)	Class Discussion
Week 1	8.23	Read: Introduction to Course (Chs. 1 and 2)	Student Introductions	The Litigation/Transaction Connection
	8.25	Read: Translating the Business Deal to Contract Concepts (Chs. 3 and 4) and Legalese (Ch. 18)	Writing in Plain English	Translating the Business Deal into Contract Concepts
Week 2	8.30	Read: A Contract's Parts (Ch. 5)	Identify Parts of a Contract and Draft a Car Purchase Agreement	A Contract's Parts
	9.1	Read: Organizing a Contract and Its Provisions (Ch. 26)	Organize Provisions in an Employment Agreement	Translating the Business Deal into Contract Concepts
Week 3	9.6	Read: Introductory Provisions (Ch. 6)	Rules for Drafting a Contemporary Preamble in Plain English	Drafting Beginning Sections of the Contract
	9.8	Read: Defined Terms (Ch. 7)	Draft Definitions	Drafting Definitions
Week 4	9.13	Read: [Recitals] and Action Provisions (Ch. 8)	Draft Preamble, Recitals and Words of Agreement	Drafting the Action Sections and Payment Provisions
	9.15	Read: Representations, Warranties, Covenants, and Rights (Chs. 9 and 10)	Draft Representations, Warranties, Covenants, and Rights	Drafting Guidelines; Drafting With Third-Parties In Mind

	Class	Assigned Reading (Due Before Class)	Assigned Writing (Due Before Class)	Class Discussion
Week 5	9.20	Read: Conditions to an Obligation (Ch. 11)	Draft Conditions to an Obligation Provision	Introduction to Course, The Seven Contract Concepts
	9.22	Read: Discretionary Authority and Declarations & Will and Shall (Chs. 12 and 13)	Draft a Provision with Discretionary Authority and Declarations	Piecing It All Together (Contract Concepts Summary Chart)
Week 6	9.27	Read: Drafting Clearly and Unambiguously (Chs. 18, 19, 20, and 21)	Draft Clear and Unambiguous Contract Provisions	Correcting Ambiguity
	9.29	Read: Other Drafting Considerations (Chs. 22 and 23)	Draft a Provision That Includes a Financial Concept	Accounting for Other Drafting Considerations *Release Mid-term Project – Due: October 17, 2022
Week 7	10.4	No Reading/No Class		
	10.6	No Reading/No Class		
Week 8	10.11	No Reading/No Class		
	10.13	No Reading/No Class		

****I will circulate an updated Course Outline after Week 6.**