

Legal Drafting: Drafting a Basic Business Deal
Course No. 798

Professor Kenneth James

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Office Hours

I am happy to schedule individual appointments. To request an appointment, please text.

Texts

Required: Tina L. Stark, Monica L. Lorente, *Drafting Contracts: How and Why Lawyers Do What They Do* (3d. 2024). ISBN - 978-1-5438-0390-7

Website: <https://casebookconnect.com>
Drafting Contracts How and Why Lawyers Do What They Do Third Edition
(Student Resources, Third Addition Student Materials)

Recommended Reference: Kenneth A. Adams, *A Manual of Style for Contract Drafting* (4th. 2017). ISBN - 978-1-63425-964-4

Course Description

This course will teach you the principals of contemporary commercial drafting and introduce you to documents typically used in a variety of transactions. The skills you will gain will be applicable to any transactional practice and will be useful to litigators as well. On finishing the course you will know:

- how to translate the business deal into contract concepts
- the business purpose of each of the contract concepts
- how to draft each of the a contract's parts
- how to locate and draft from precedent
- how to work through the drafting process

Reading and Drafting Assignments

Our textbook is *Drafting Contracts: How and Why Lawyers Do What They Do*. It is available in the bookstore and on various online sources. Unless stated otherwise, all reading and drafting assignments are from this book.

The homework assignments are the focus of much of the in-class work and are critical to the learning process. Students who put significant effort into the homework assignments will learn the most for the course and generally perform well in the course. The converse is also true.

Most of the homework assignments are ungraded. Because I view your work on ungraded assignments as critical to your success, I will deduct 5 points from your final grade for each ungraded assignment that you do not complete and turn in on the day that it is due.

On graded assignments, you will lose 5% of the total points possible on that assignment for each day the assignment is late. You will lose an additional 5% for each additional calendar day the assignment is late. I will begin to count immediately after the assignment is due, and I will include Saturdays and Sundays in this calculation. For example, if a paper is due at 7:30 p.m. on November 12, 2024 and you hand that paper in at 7:35 p.m. you will lose 5%. If you turn in the same paper after 7:30 p.m. on November 13, 2024 you will lose another 5 and so on.

If an extraordinary circumstance prevents you from completing an assignment on time, please see me to discuss your options. *A busy computer lab is not an extraordinary circumstance*. Computer failure, slow printers, and lines in the computer, slow printers, and lines in the computer lab do not excuse timely submission. Plan ahead for technology to fail when you need it most.

Submitting Assignments via Blackboard

Unless I instruct otherwise, you must submit all assignments (graded and ungraded) via Blackboard.

Naming Your Documents

Student Last Name/Exercise No./Due Date

Example - James/Ex. 8A/Sept. 3

Other Guidelines for Assignments

For each drafting assignment that you submit, unless told otherwise, please

- put your name on every page in the header.
- use sans serif font (Trebuchet MS (Apple) or Calibri (Microsoft)) 12 point.
- ungraded assignments double space.
- graded assignments single space within paragraphs (easier to read), but double space between paragraphs.
- If you are instructed to revise language in an exercise submit a red-line showing your revisions
- number pages on any document longer than one page (no page number of page one)
- submit all ungraded exercises due on a particular day as one document, you may start each exercise on a new page
- submit assignments before class begins - an assignment submitted during or after class is late

Grades

Course grades will be based on the following

Final - Aircraft Purchase Agreement	300 points
Professionalism	25 points
Portfolio (ungraded assignments)	100 points

Professionalism

Lawyers are professionals, and part of what you must learn in law school is how to handle yourself professionally. The professionalism part of your grade is based on how you handle yourself in class, in your dealings with your classmate and with me. Professionalism includes preparedness, respectfulness, diligence, thoroughness, courtesy, care, attention to detail, and punctuality, among other positive attributes. Everyone begins the semester with the full 25 professionalism points. You will lose points for things such as incomplete, late or sloppy work; tardiness; inappropriate use of electronic devices; and lack of preparation for class discussion and activities. These are not exclusive list on the positive or negative side. Your approach to this course affects the number of points remaining at the end of the semester.

Attendance

Attendance is mandatory. Because I take attendance at the beginning of class, I will consider you absent if you arrive late. If special circumstances cause you be late to class, please see me after class or send me an e-mail.

Collaboration with Students and Others

I encourage you to cooperate with each other in all aspects of this course. You should feel free to share ideas with each other. You each, of course, must do your own writing. You may not solicit or receive the aid of anyone outside this class, such as practicing lawyers. In addition, you not refer to any texts, precedents, forms or other materials, unless explicitly instructed or permitted. A violation of the rules in this paragraph is an honor code violation.

Changes to the Syllabus

Because each class of students works through the materials at a different pace, the assignments may vary from the syllabus that follows. Exercises intended for home work may be done in class, and in-class exercises may be assigned for homework. At the end of each class, I will tell you the homework exercises for the following class and what must be submitted. I will post assignments in Blackboard. **Due dates and assignments may change depending on how quickly or slowly we progress through the material.** I will announce any changes to the syllabus in class. If you miss class or are late, you responsible for checking with a classmate to learn what you have missed.

Students with Disabilities

Educational access is the provision of classroom accommodations, auxiliary aids and services to ensure equal educational opportunities for all students regardless of their disability. Any student who feels that he or she may need an accommodation based on the impact of a disability should contact the Office of Disability Services (216-687-2015). The office is located in MC 147. Accommodations need to be requested in advance and will not be granted retroactively.

	Tentative Class Schedule	
Class	Reading	Assignment
	CasebookConnect - AI and Technology in Contract Drafting Part A - Contract Concepts Explained Chapter 2 - The Building Blocks of Contracts: The Six Contract Concepts Chapter 3 - Understanding Representations and Warranties Chapter 4 - Understanding Covenants	None
	Chapter 5 - Understanding Discretionary Authority and Declarations Chapter 6 - Understanding Conditions Chapter 7 -Summary of Contract Concepts Explained	None
	Part B - How To Draft Contract Concepts Chapter 8 - Drafting Representations and Warranties Chapter 9 - Drafting Covenants	Discuss - Ex. 8 A Submit - Ex. 8 B Discuss - Ex. 9 C Submit - Ex. 9 A and 9 B
	Chapter 10 - Drafting Discretionary Authority Provisions and Declarations Chapter 11 - Drafting Conditions Chapter 12 - Summary of Drawing the Contract Concepts	Submit - Ex. 10 A Submit Ex. 11 A and B Submit Ex. 12 B
	Part C - A Contract's Parts Chapter 13 - Overview of a Contract's Parts Chapter 14 - Introductory Provisions, Title, Preamble, Recitals, and Words of Agreement Chapter 15 - Definitions and Defined Terms	Submit Ex. 13 A, C and D Submit Ex. 14 C and E* Discuss Ex. 15 A-C Submit D and G*
	Chapter 16 - Action Sections Chapter 17 - Drafting Endgame Provisions Chapter 18 -Drafting the General Provisions	Discuss - Ex. 16 A Submit Ex. 16 C, D and E* Discuss - Ex. 17 A Submit - Ex. 17 C, E and F* Discuss Ex. 18 B Submit Ex. 18 E and G
	Chapter 19 - Drafting Signatures Chapter 20 - Drafting Schedules and Exhibits Chapter 21 - Summary of a Contract's Parts	Discuss Ex. 19 A

	Part D - Drafting Clearly and Unambiguously Chapter 22 - Legalese Chapter 23 - Clarity Through Format	Submit - Ex. 22 A Submit - Ex. 23 A
	Chapter 24 - Clarity Through Sentence Structure Chapter 25 -Ambiguity Chapter 28 - Deconstructing Complex Provisions	Submit - Ex. 24 A (3 and 6) Discuss - Ex. 25 A Submit - Ex. 26 A
	Chapter 31 - Organizing a Contract and its Provisions	
	Final Assignment - Aircraft Purchase Agreement (CaseConnect: Student Resources, Third Addition Student Materials, Additional Exercises)	