

Western State College of Law at Westcliff University

CONTRACTS DRAFTING

Course # 423A

Fall semester 2023; classroom # ___; one credit
Alternating Thursdays*, 4:15 – 6:15 p.m., see schedule below

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Office hours: By appointment

Required text: Tina L. Stark, *Contracts Drafting: How and Why Lawyers Do What They Do – 2nd Edition* (Aspen Publishers / Wolters Kluwer, 2014).

Course description / Learning Objectives: This Advanced Professional Skills course instructs the student, through written exercises, drafting assignments and real life examples, in applying the principles of contract law and contract drafting to planning, organizing, and preparing a written agreement that effectuates a client’s intentions. It also provides instruction and in-class participation opportunities to foster the Western State College of Law Programmatic Learning Outcomes (attached), particularly with respect to analytical reasoning, effective communication skills, professional competency, and increasing awareness of professional integrity and ethical behavior as it relates to drafting contracts for transactions.

Prerequisites: Contracts I & II

Required reading, with suggested approximate reading schedule:

| <u>Class</u> | <u>Date*</u> | <u>Topics</u> | <u>Read Textbook</u> |
|--------------|--------------|---|----------------------|
| 1 | August 24 | Introduction; Translating the Business Deal into Contract Concepts; Parts of a Contract | Chapters 1-5 |
| 2 | Sept. 7 | Drafting Contract Parts: Preambles, Recitals, Words of Agreement; Definition Sections | Chapters 6-7 |
| 3 | Sept. 21 | Drafting Contract Parts: Action Sections, Representations and Warranties | Chapters 8-9 |
| 4 | Oct. 5 | Drafting Contract Parts: Covenants; Conditions; Discretionary Authority; Declarations | Chapters 10-12 |
| 5 | Oct. 19 | Drafting Contract Parts: Will vs. Shall; Review Chart; Endgame Provisions | Chapters 13-15 |
| 6 | Nov. 2 | Drafting Contract Parts: General Provisions; Signatures; Organizing Contract Provisions | Chapters 16, 17, 26 |
| 7 | Nov. 16 | Drafting Clearly, Unambiguously and Ethically; Review | Chapters 18-21, 30 |

Grades: Your grade will be based on your statistically scaled total score on (i) six homework assignments (30%) and (ii) a final homework project (70%). However, I require attendance, preparation, and participation, so your grade may be reduced by up to 10% if you do not prepare for, attend and actively participate in class. You will be dropped from the course if you miss more than the equivalent of two full hours of class sessions; missing any portion of any session will adversely affect your grade. You must personally sign the attendance sheet at each class session for your attendance to qualify.

Homework assignments: I will assign homework at the end of each class session, and the assignment is due prior to the beginning of the next class session. The first assignment will be due prior to the beginning of the second class. Please do your own work (i.e., do not work in groups). Because this is an advanced professional skills course, on average, reading, preparation and homework assignments may take approximately two or more hours for each hour of classroom instruction.

Final project: The final project will be a take-home exercise due by 12:00 p.m. P.S.T. on a date to be announced at the last class session. I will describe it further in the first class session, and will make the assignment available to you after the last class session but at least one week in advance of the due date.

Disability Services Statement: Western State College of Law provides accommodations to qualified students with disabilities. The Disabilities Services Office assists qualified students with disabilities in acquiring reasonable and appropriate accommodations and in supporting equal access to services, programs, and activities at Western State College of Law.

To seek reasonable accommodations, a student must contact Senior Assistant Dean Donna Espinoza, Student Services Director and Disabilities Services Coordinator, whose office is in the Students Services Suite. Dean Espinoza's phone number and email address are: (714) 459-1117; despinoza@wsulaw.edu. When seeking accommodations, a student should notify Dean Espinoza of her or his specific limitations and, if known, her or his specific requested accommodations. Students who seek accommodations will be asked to supply medical documentation of the need for accommodation. Classroom accommodations are not retroactive, but are effective only upon the student sharing approved accommodations with the instructor or professor. Therefore, students are encouraged to request accommodations as early as feasible with Dean Espinoza to allow for time to gather necessary documentation. If you have a concern or complaint in this regard, please notify Dean Espinoza; or please notify Dean Marisa Cianciarulo at mcianciarulo@wsulaw.edu or (714) 459-1168. Complaints will be handled in accordance with the College of Law's "Policy against Discrimination and Harassment."

Western State College of Law – Programmatic Learning Outcomes

Western State College of Law’s curriculum is designed so that every student achieves a level of competency prior to graduation in each of the eight Programmatic Learning Outcomes listed below:

(1) **Doctrinal Knowledge**

Students will demonstrate knowledge of substantive and procedural law in the core curriculum subjects, including Contracts, Criminal Law, Criminal Procedure, Torts, Real Property, Business Association, Evidence, Civil Procedures, Constitutional Law, Estates, Community Property, Remedies, and Professional Responsibility.

(2) **Practice Skills**

Students will demonstrate the development of other law practice skills. Each student’s chosen outcomes within this category will be varied based on the student’s particular interests, coursework and work experiences. They may include, but are not limited to, the following topics: oral presentation and advocacy; interviewing; counseling; client service and business development; negotiations, mediation, arbitration, or other alternate dispute resolution methods; advanced legal research and writing (excluding purely academic papers and the first four units earned in introductory first-year legal research and writing class); applied legal writing such as drafting contracts, pleadings, other legal instruments; law practice management or the use of technology in law practice; cultural competency; collaboration or project management; financial analysis, such as accounting, budgeting project management, and valuation; cost benefit analysis in administrative agencies; use of technology, data analyses, or predictive coding; business strategy and behavior; pre-trial preparation, fact investigation, such as discovery, e-discovery, motion practice, assessing evidence, or utilizing experts; trial practice; professional civility and applied ethics; a law clinic that includes a classroom component; or a legal externship that includes a classroom component.

(3) **Legal Analysis**

Students will demonstrate the ability to identify the factual and legal issues implicated by a fact pattern and to appropriately use cases (including identifying the salient features of an appropriate precedent case, identifying legally significant similarities or differences between the precedent case and a fact pattern and explaining why those are legally significant) and rules (including the ability to connect legally significant facts in a fact pattern to the rule) to predict how a court would decide the issue. Students will also demonstrate the ability to identify and evaluate the public policies of a precedent case or rule, and be able to evaluate how public policy can impact the application of a rule to the legal issue.

(4) **Legal Research**

Students will demonstrate the ability to locate relevant legal authority using a variety of book and electronic resources, and to properly cite to such legal authority.

(5) **Communication**

Students will demonstrate the ability to communicate both orally and in writing in a manner appropriate to a particular task to effectively convey the author or speaker’s ideas. This includes audience sensitivity in written and oral communication (the ability to adopt a tone, style and level of detail appropriate to the needs, knowledge and expertise of the audience); and written communication basic proficiency (the ability to use the conventions of grammar, spelling, punctuation, diction and usage appropriate to the task and sufficient to convey effectively the author’s ideas).

(6) **Advocacy of Legal Argument**

Students will demonstrate the ability, in both oral and written formats, to evaluate the legal, economic and social strengths and weaknesses of a case and use case and statutory authority as well as public policy to persuade others. Making policy-based arguments includes the ability to identify and evaluate the public policies of a precedent case or rule and their implications, and be able to assert such appropriate arguments to support a particular application or distinction of a precedent case to a legal controversy or a particular resolution of the application of a rule to the legal controversy.

(7) **Client Sensitivity and Cultural Competency**

Students will demonstrate an awareness of clients’ needs and goals, including a sensitivity to clients’ background and circumstances (including, but not limited to, socio-economic, gender, race, ethnicity, educational, disability and/or religious background(s)), the ability to make decisions that reflect an appropriate focus on those needs and goals, and awareness that cultural issues may affect the relevance of facts and application of the law.

(8) **Legal Ethics**

Students will demonstrate the ability to identify ethical issues in law practice contexts and make appropriate decisions to resolve such issues.