HAMLINE UNIVERSITY
School of Law

COURSE SYLLABUS

Faculty: **Professor Philip J. Steffes**

Course: Legal Drafting - Contracts

Semester: Spring 2013

Meeting Schedule: Tuesdays, January 15 through February 19 (4:30 pm to 6:50 p.m.)

Room: Law 240A

Textbook	Primary Text	Primary Text	Recommended not required
Author	Haggard, Thomas R.	Kuney, George W.	
Title and edition of text	Contract Law From a Drafting Perspective – An Introduction to Contract Drafting for Law Students	The Elements Of Contract Drafting With Questions And Clauses For Consideration	
Publisher/year	West Group 2003	Thomson Reuters 2011	
ISBN	0-314-14449-8	978-0-314-2660 4-0	

Learning Outcomes for the Course

This course will focus on how to prepare clear, concise, and complete contracts that are acceptable to internal (corporate) and external (non-corporate) clients. Students will draft different types of contracts and clauses both inside and outside class.

Course Presumption

This class will focus on drafting tips and strategies that optimize planning, risk prevention, creative problem-solving, and professional writing. Drafting

assignments will be based on the following hypothesis: You are the general counsel for a small (less than 1000 employee) Minnesota corporation. You are the only in-house attorney and you have no budget to engage outside counsel to help with drafting and negotiating contracts. Your business name is your last name followed by "Corporation." Because you are a high-tech start-up corporation you need to address a wide range of documents. Your corporate associates are intelligent, enthusiastic, and well meaning. None of them are attorneys.

Course Expectations

The improved ability to write with precision and clarity will be your main goal, as well as editing and revising your work. Each week, we will discuss various techniques of drafting.

HUSL Policies on attendance, lateness and preparation

The program of instruction at the School of Law is based on an active and informed exchange between instructor and student and between student and student. Regular, prepared class attendance helps develop skills essential to the competent practice of law. A student who violates the attendance policy, including the instructor's specification of class expectation described below, may lose his or her right to take the exam in the course, to receive course credit or may receive other penalties described below and in Academic Rule 108. Persistent or frequent lateness or unpreparedness may also be the basis for reduction of the grade awarded in a course. See Academic Rule 108 for further details.

Interpretation of the HUSL Policies on attendance, lateness and preparation

You will be judged on a professional basis. Failure to be present, on time or prepared is viewed very negatively in the professional world.

Attendance Policies in this Course

Attendance will be taken. Due to the limited number of class sessions there will be no excused absences and students will be expected to attend each class.

Punctuality/Preparation Policies in this Course

All students are expected to be on time and prepared to participate in class. There will be a few times during class that you will be expected to turn in assignments that you have written during class. Please be sure to have pen, paper or a plan to print out your assignment for in class exercises.

Policy on Laptop Use in Class

Use of the internet, email, text or instant messages during class is prohibited except when authorized by me. You are encouraged to bring your laptop to class, but inappropriate use of any communications device will result in you being asked to leave.

Other Classroom Policies:

Because your corporation is high-tech the dress standards are different than the rest of the professional world. You should expect to dress casually but neatly. Sweat shirts or similar attire will not be considered appropriate.

Grading Components

Final examination:	Yes
Date/Time:	February 19 5:30 p.m. to 6:50 p.m.
Requirements:	Lap top – this will be an in-class original drafting assignment
Component(s) of your grade:	**40 points**

Mid-term exam or quizzes	No mid-term exam
Dates/Times:	
Requirements:	
Component(s) of your grade:	

Written Assignments	
Dates/Times:	In Class Exercises
Requirements:	Lap top preferred
Component(s) of your grade:	**10 points total**

Written Assignment:	Independent Contractor Agreement
Dates/Times:	Discussed January 15, Due January 19
Requirements:	
Component(s) of your grade:	**20 points**

Written Assignment:	Teaming Agreement (for Sales Transaction)
Dates/Times:	Discussed January 29, Due February 13
Requirements:	
Component(s) of your grade:	**20 points**
Miscellaneous:	**10 points** – I'll explain in class

<u>Tuesday, January 15:</u>

Class Introduction:	The Good, The Bad and The Ugly A Fist Full of Dollars For a Few Dollars More
Reading:	Contract Law from a Drafting Perspective (Haggard) Chapter 5 Be familiar with the information found at http://www.adamsdrafting.com/2006/08/07/costly-drafting-errors-part-1/
In class exercise:	Bring your text to class, you'll need it
Contract focus:	Non-disclosure Agreements
Assignment:	Independent Contractor Agreement

<u>Tuesday, February 22:</u>

Guest Speaker:	Evan C. Sheets, Esq. (George Washington University Law School), Associate at Winthrop and Weinstine
Reading:	The Elements of Contract Drafting (Kuney) Chapters 1 through 4
In class exercises:	TBD
Assignment:	Continue Independent Contractor Agreement
Contract focus:	Business Start-Ups – contracts and other documentation required, sources of information necessary to prepare documents, and drafting

and related problems encountered in the initial stages of company formation.

Additional Information:

The schedule for remaining classes will be published the week prior to each class. I will not have regular office hours at Hamline; however, I will be available after class each week for as long as anyone wants to stay. I will also respond to questions I receive by e-mail. You can call my office and leave a voice message (507-362-8341). I will be traveling quite a bit in January and February (although I'll be at each class other than on the 22nd), so I can't promise timely returned phone calls.

I want to be sensitive to the customary manner in which individuals are addressed in classes at HUSL. My "day" job is with an engineering company in St. Paul. I am accustomed to dressing and interacting with others in a very casual manner; therefore, I am comfortable with you addressing me as professor or Phil.