**Contract Drafting And Negotiation Syllabus**

Course Room 7

Class Time: Monday, 10-11:50 a.m.

Professor: Everett L. Green

Office Hours: Upon request or noon – 12:30

Email: egreen@law.usc.edu

**I. Course Structure And Overview:**

**A.** **Course overview and objectives:**

This course examines the fundamentals of reviewing, analyzing, and negotiating business contracts. During the semester, students will become familiar with basic contract structure and concepts; how to translate the business deal into contract concepts; how to draft each of a contract’s parts; how to draft with clarity; and how to review and comment on a contract.

We will review materials and conduct exercises in class, attendance and participation will be critically important. In addition, regular assignments will require students to review and analyze contract provisions relevant to the lectures and to prepare a few brief draft contracts.

**B. Grading**:

Your grade will be based on two components: (1) class participation will make up 30% of your total grade; and (2) a final exam, which will make up the remaining 70% of your total grade.

What does “class participation” mean? Of course, it means class attendance and timely submission of completed assignments. But those who achieve the highest scores in this area will regularly, actively and meaningfully participate in class conversation, volunteer their thoughts, and help create an atmosphere of open discussion and dialogue in class.

**C.** **Final:**

The final exam will be an “open book” take home exam. I want you to be able to refer to all the materials you developed during class when working on your final exam. You will have a set time period from the time you pick up your exam to complete it and turn it in, and there will be a word limit imposed. I will provide further details on the final exam as we get closer to the end of the semester. We will have a review session at the end of the semester, but the best preparation for the final will be regular class attendance, participation in in-class exercises and completion of all homework assignments.

**D.** **Course Materials:**

The course materials for this class consist of *Working with Contracts: What Law School Doesn’t Teach You* (2nd ed.) by Charles M. Fox and *Drafting Contracts: How and Why Lawyers Do What They Do* by Tina L. Stark. I will also distribute handouts on a periodic basis. You are responsible for all of the material assigned in the course materials, even if we do not specifically cover it in class. As lawyers, you will need to teach yourself material from treatises and articles. Knowing how to learn on your own is an essential skill of good lawyering.

Some of the documents with which you will work are available on‐line on the

book’s website. Using these documents will minimize word‐processing input and allow

you to focus on the drafting. The link is:

http://www.aspenlawschool.com/books/stark\_contracts2/default.asp

**E. Assignments:**

With respect to each drafting assignment that you submit, unless told otherwise,

please do the following:

* Put your name on every page in the header as follows:

[First name, last name]

[Date assignment is due]

For example:

Everett L. Green

August 21, 2017

* Use 12 point font Times New Roman, Arial Narrow, Century Schoolbook, or Georgia.
* Use one‐inch margins all around.
* Insert a blank line between paragraphs.
* Paginate any document longer than one page.
* If you are revising a document or a contract provision, please use the “track changes” feature in Microsoft Word so that I may be able to follow your changes.

**II. University Policies**

**A. Recordings**

 In accordance with USC policies, all classes will be recorded. The recordings of particular sessions are available after my approval.

**B. Statement on Academic Integrity**

USC seeks to maintain an optimal learning environment. General principles of academic honesty include respect for the intellectual property of others, the expectation that the work submitted represents solely the effort of the person(s) submitting the work (unless otherwise allowed by an instructor), and the obligations both to protect one’s own academic work from misuse by others as well as to avoid using another’s work as one’s own. All students are required to understand and abide by the Law School’s policies and expectations, http://mylaw2.usc.edu/portal/policies/handbook/character/plagiarism.cfm, as well as those of the University, http://www.usc.edu/student-affairs/SJACS/forms/AcademicIntegrityOverview.pdf, regarding academic integrity.

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 must do your own

writing, except for those instances when you work with one or more students as a

member of a team. **You may not solicit or receive the aid of anyone outside this class,**

**such as practicing lawyers or students who previously took this course**. **In addition,**

**you may not refer to any texts, precedents, forms, or other material, except if**

**explicitly permitted**. By extension, you may not share or discuss any exercise materials

with anyone outside the course. That final obligation continues after the conclusion of

our semester together. Violating the rules in this paragraph may be an honors violation.

**C. Reporting Incidents**

Discrimination, sexual assault, and harassment are not tolerated by the university. You are encouraged to report any incidents to the *Office of Equity and Diversity* http://equity.usc.edu/ or to the *Department of Public Safety* http://capsnet.usc.edu/department/department-public-safety/online-forms/contact-us. This is important for the safety of the whole USC community. Another member of the university community – such as a friend, classmate, advisor, or faculty member – can help initiate the report, or can initiate the report on behalf of another person. *The Center for Women and Men* http://www.usc.edu/student-affairs/cwm/ provides 24/7 confidential support, and the sexual assault resource center webpage sarc@usc.edu describes reporting options and other resources.

**D. Accommodation of Disabilities**

USC is committed to providing reasonable accommodations for members of the student body who have permanent or temporary physical, learning or other disabilities, to ensure that all students are given an equal opportunity for learning and for pursuing their academic interests. Students wishing to seek accommodation should consult the policies and procedures in the Law School Student Handbook, http://mylaw2.usc.edu/portal/policies/handbook/exceptions/disabilities.cfm.

**E. Support Services**

A number of USC’s schools provide support for students who need help with scholarly writing. Check with your advisor or program staff to find out more. Students whose primary language is not English should check with the *American Language Institute* http://dornsife.usc.edu/ali, which sponsors courses and workshops specifically for international graduate students.

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| **Class Session**  | **Date** | **Topic** |
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| 1 | August 21 | Course Introduction & Syllabus Review |
| 2 | August 28 | Letters of Intent**Readings Prior to Class:**  Charles M. Fox, What Law School Doesn’t Teach You (“Fox”) pps. 1-5 & Tina L. Stark, Drafting Contracts: How and Why Lawyers Do What They Do (“Stark”) pps. 3-8; Contractual Foreplay Letters of Intent vs Term Sheets  |
|  | September 4 | Holiday |
| 3 | September 11 | Letters of Intent & A Contract’s Parts: The Beginning***Reading Prior to Class:*** Stark Ch. 27 & 28 & 5 & 6; Fox pps. 35-50  |
| 4 | September 18 | A Contact’s Parts: Definitions & Action Sections***Reading Prior to Class:*** Stark Ch. 7 & 8 & Review Exercise 7-7 |
| 5 | September 25 | A Contract’s Parts: Middle Of The Contract & Translating The Business Deal into Contract Concepts  ***Readings Prior to Class:*** *Stark*, Chapters 2, 3, & 4, Exercise 5-2 (to discuss in class) & *Fox*, Chapter 2, pps. 8-23 |