

USC Gould

School of Law

Contract Drafting and Analysis – Summer 2021 *(as of 3/25/21)*

Units: 2

Term/Day/Time: Monday and Wednesday, 2 p.m. to 4:30 p.m., May 24 through (and including) June 30

Location: Remotely, via Zoom

Instructor: Michael Roster

Office: Remotely, via Zoom

Office Hours: By arrangement, in addition to optional one-on-one meetings with each student that will likely be held after Sessions 5, 6 or 7.

Contact Info: mroster@earthlink.net or mroster@lawmail.usc.edu

Course Description

This course requires you to learn from your own work and that of your classmates. As will be expected for the rest of your career, a key function of the course is to help you think independently and become professionally calibrated – that is, comfortable determining the relevant legal principles and then applying them to the client’s needs, priorities and circumstances. A wide range of resources will be available on Blackboard, but it will be up to you to use these and other materials as you think appropriate.

In this regard, the course is based on the concept of “learning by doing,” with the goal that students are functioning at a first-year attorney level or higher in contracts by the end of the course. Feedback will be similar to the types of performance reviews used at law firms and companies. Among other things, Prof. Roster was a law firm managing partner and practice group chair and then spent 14 years as a general counsel.

The course will start with an introduction to the standard terms and structure of a contract. Students will then examine a broad range of contracts in actual use (typical business agreement, law firm retainer letter, consumer credit card agreement, web site terms of use, etc.) and present to the class their assessment of why provisions were likely drafted as they were and what alternatives might be considered. Students will then draft a simple version of a contract and then write an opinion letter interpreting a complex contract. The final third of the course will be team presentations with the rest of the class functioning as the client’s CEO, CFO, general counsel and other senior managers.

The course will meet in ten intensive sessions on Monday's and Wednesday's from 2 p.m. to 4:30 p.m. and will finish with the last session on Wednesday, June 30.

Grading will be based upon (a) written assignments, which generally will be limited to a maximum of 3 to 5 pages in length; and (b) classroom participation in a law firm type setting, and later through the team projects and presentations. Students are free to elect the non-numerical grade option if they wish.

Learning Outcomes

Functioning at a one-year attorney level or higher in contracts, as shown in the Law Firm Associate Competencies Chart as posted on Blackboard. Among other things:

- Able to assess a broad range of contracts for style, content and effectiveness for their specific purposes.
- Able to draft a basic contract including making decisions as to what is essential and what can be left out (professional calibration).
- Able to analyze a complex contract and apply the analytical and writing disciplines required when preparing a formal law firm opinion letter.
- Able to work as part of a team to draft a standard business contract and then brief the client.
- Functioning at a first- or even second-year lawyer level in contracts.

Prerequisite(s); co-requisite(s), or recommended preparation: None

Required Materials (e.g., textbooks or other): None

Optional Materials

Optional reading materials for effective writing, effective presentations, etc. are available with the course materials as posted on Blackboard.

Description and Assessment of Assignments

A detailed chart of the knowledge and skills to be learned and assessed for each session and each of the four assignments is shown in the Session Schedule in the first folder on Blackboard.

Grading Breakdown

Students may take the course, at their option, for a numerical grade or CR/D/F. A detailed chart of the factors and weightings for each of the four assignments is shown in the Course Assessment Factors and Weightings in the first folder on Blackboard.

Course-specific Policies

The course is limited to 20 students.

	Topics/Activities	Readings and Homework	Assignment Dates
Sessions 1 and 2 – Monday and Wednesday, May 24 and 26	Basics of a standard contract and contract drafting	Humpty Dumpty all-inclusive form of contract, annotated with questions.	Review the all-inclusive contract prior to the first session. Also consider prior to the first session the contract item preassigned to each student.
Monday, May 31	Memorial Day holiday	No class today	
Sessions 3 and 4 – Wednesday and Monday, June 2 and 7	Analyzing an assigned type of contract	Prior to Session 3 students will prepare a memo and presentation re a preassigned type of contract. Sessions 3 and 4 will mostly consist of student presentations followed by comments by the instructor.	Memos due by 2 p.m. on Tuesday, June 1 for posting on Blackboard.
Wednesday, June 9		No class today	
Session 5 – Monday, June 14	Drafting a simple contract	Prior to Session 5, students will select one of four client matters and prepare a draft contract and transmittal memo to the client. Session 5 will consist of discussion of the various drafts.	Drafts of contracts and transmittal memos due by 2 p.m. on Sunday, June 13 for posting on Blackboard.
Session 6 – Wednesday, June 16	Finish in-class discussion of simple contracts; begin preparation for writing an opinion letter interpreting a complex contract	The first portion of Session 6 will be a review of drafting principles. The remainder will be a discussion of how to interpret a complex contract and what is involved in writing a formal opinion letter.	Time will be set aside in class to start work on the opinion letters, and with the instructor available to answer questions.

Session 7 – Monday, June 21	Interpreting a complex contract	Prior to Session 7, students will review a complex contract and write a formal law firm opinion letter with their conclusions and analysis. The in-class session will be a review of the letters and the contract itself.	Opinion letters due by 2 p.m. on Sunday, June 20 for posting on Blackboard.
Session 8 – Wednesday, June 23	Work together in teams, allocate responsibilities, team drafting and team client presentations	After some introductory discussion, teams will meet in breakout sessions to start drafting their contracts and preparing for their in-class client briefings.	Draft contracts and other materials for clients due by 2 p.m. on Sunday June 27 for posting on Blackboard.
Session 9 – Monday, June 28	Team presentations	What it's like to brief a client, and also to be the client.	
Session 10 – Wednesday, June 30	Course wrap-up	Putting it all together.	
After final session	Prepare payments and written feedback to each of the other teams	How to give feedback to colleagues.	Submit to the instructor payments and written feedback by 2 p.m. on Monday, July 5 for subsequent distribution to the other teams.

Statement on Academic Conduct and Support Systems

Academic Conduct:

Plagiarism – presenting someone else's ideas as your own, either verbatim or recast in your own words – is a serious academic offense with serious consequences. Please familiarize yourself with the discussion of plagiarism in SCampus in Part B, Section 11, "Behavior Violating University Standards" policy.usc.edu/scampus-part-b. Other forms of academic dishonesty are equally unacceptable. See additional information in SCampus and university policies on scientific misconduct, policy.usc.edu/scientific-misconduct.

Support Systems:

Counseling and Mental Health - (213) 740-9355 – 24/7 on call
studenthealth.usc.edu/counseling

Free and confidential mental health treatment for students, including short-term psychotherapy, group counseling, stress fitness workshops, and crisis intervention.

National Suicide Prevention Lifeline - 1 (800) 273-8255 – 24/7 on call
suicidepreventionlifeline.org

Free and confidential emotional support to people in suicidal crisis or emotional distress 24 hours a day, 7 days a week.

Relationship and Sexual Violence Prevention and Services (RSVP) - (213) 740-9355(WELL), press “0” after hours – 24/7 on call
studenthealth.usc.edu/sexual-assault

Free and confidential therapy services, workshops, and training for situations related to gender-based harm.

Office of Equity and Diversity (OED)- (213) 740-5086 | Title IX – (213) 821-8298
equity.usc.edu, titleix.usc.edu

Information about how to get help or help someone affected by harassment or discrimination, rights of protected classes, reporting options, and additional resources for students, faculty, staff, visitors, and applicants. The university prohibits discrimination or harassment based on the following *protected characteristics*: race, color, national origin, ancestry, religion, sex, gender, gender identity, gender expression, sexual orientation, age, physical disability, medical condition, mental disability, marital status, pregnancy, veteran status, genetic information, and any other characteristic which may be specified in applicable laws and governmental regulations. The university also prohibits sexual assault, non-consensual sexual contact, sexual misconduct, intimate partner violence, stalking, malicious dissuasion, retaliation, and violation of interim measures.

Reporting Incidents of Bias or Harassment - (213) 740-5086 or (213) 821-8298
usc-advocate.symplicity.com/care_report

Avenue to report incidents of bias, hate crimes, and microaggressions to the Office of Equity and Diversity | Title IX for appropriate investigation, supportive measures, and response.

The Office of Disability Services and Programs - (213) 740-0776
dsp.usc.edu

Support and accommodations for students with disabilities. Services include assistance in providing readers/notetakers/interpreters, special accommodations for test taking needs, assistance with architectural barriers, assistive technology, and support for individual needs.