

LAW-708: Contract Drafting, Analysis and Negotiations

Fall 2022 // Tuesdays 5:00 - 6:50 PM

(2.0 units)

Professor: Christine K. Min
Email: cmin@law.usc.edu
Office Hours: By appointment

Classroom: THH 110

Course Materials: Drafting and Analyzing Contracts: A Guide to the Practical Application of the Principles of Contract Law (4th Edition)
by Scott J. Burnham - *can be purchased through the University Bookstore or online*

Supplementary materials - *distributed in class and via Blackboard*

Course Description

Covers the fundamentals of reviewing and analyzing business contracts and strategies for negotiating business issues with an emphasis on developing practical skills

Learning Outcomes

By the end of this course, students should be able to:

- Identify and analyze standard contract provisions
- Draft and revise typical contract provisions to reflect agreed-upon terms, minimize risk, and avoid disputes
- Recognize and revise ambiguous or poorly drafted contract provisions
- Communicate contract terms in plain language
- Practice and apply techniques and considerations to negotiate effectively

Course Notes

Regular, in-person attendance is expected and required. Classes will include a lecture on assigned topics, review of homework assignments, and related in-class exercises. You must complete the assigned reading *before* each class and be prepared to participate in class discussions and exercises. Since most of the learning in this class will be through lectures and class participation, attendance and active engagement are crucial. Please join the class on time.

Copies of lecture slides and other class information will be posted on Blackboard.

The final exam will be in-person and open book.

Description and Assessment of Assignments

In addition to weekly reading material, homework assignments will be given throughout the semester. The following week's assignments and instructions will be announced at the end of each class. You are welcome and encouraged to work on homework assignments in small groups. Each student must submit their homework assignment on **Blackboard no later than the following Sunday at noon (12:00 pm PT)** after the assignment is issued.

Homework assignments will be graded on timeliness and effort. No deductions will be made for incorrect answers. Assignments will not be marked and returned, but will be reviewed and discussed in class. All students must be prepared to discuss their assignment during an in-class review.

The class participation component considers the student's preparedness, quality of the student's contribution to class discussions and small group exercises, and attention the student gives to class lectures and peer discussions.

Grading Breakdown

This class is for grade only — no CR/D/F option.

Class attendance	10%
Class participation	15%
Homework assignments	25%
Final exam	50%

Course Schedule

* This outline is subject to change based on the pace of discussion. Assignments will be confirmed in class.

	Topic	Assignment
Week 1 August 23	Course Introduction	Read: Burnham pp. 1-6, 317-329
Week 2 August 30	Contract Framework	Read: pp. 213-228; Distribution Agt Submit: § 15.5 — 1 and 5 only
Week 3 September 6	Contract Basics	Read: pp. 235-253 Submit: § 16.6 — 1 only
Week 4 September 13	Language	Read: pp. 89-106, 255-267 Submit: § 7.9 — 2 and 6 only
Week 5 September 20	Subject Matter Performance, Payment, and Terms	Read: pp. 131-146, 334-342 Submit: Summarize §§ in DA
Week 6 September 27	Termination and Remedies	Read: pp. 187-196, 342-352 Submit: Summarize §§ in DA
Week 7 October 4	Representations and Warranties, Covenants	Read: pp. 113-117 Submit: Summarize §§ in DA
Week 8 October 11	Boilerplate	Read: pp. 330-334, 121-130 Submit: § 9.6 — 2 only
Week 9 October 18	Real-Life Applications	Read: Employment Agt Submit: § 1.7 — 5 only (pp.25-28)
Week 10 October 25	Negotiations	Read: Handout
Week 11 November 1	Negotiations	Read: Handout
Week 12 November 8	Negotiations Review Contract Drafting	Read: Handout
Week 13 November 15	THANKSGIVING WEEK: NO CLASS	
Week 14 November 29	Exam Review Class Wrap-Up	

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," <https://policy.usc.edu/files/2020/07/SCampus-Part-B-2.pdf>. Other forms of academic dishonesty are equally unacceptable.

Support Systems

COVID-19 Emergency Assistance Funds for Students

<https://we-are.usc.edu/faqs/faq-support-funds/>

USC has several resources available for students. Eligible students can apply for assistance from the COVID-19 Emergency Assistance Fund and the USC Student Basic Needs Department (<https://studentbasicneeds.usc.edu/>).

This webpage answers FAQs for each resource and describes important university resources for low- income students:

- Food Insecurity (<https://studentbasicneeds.usc.edu/resources/food-insecurity/>)
- Housing Insecurity (<https://studentbasicneeds.usc.edu/resources/housing-insecurity/>)
- Tech Assistance (<https://studentbasicneeds.usc.edu/resources/technology-assistance/>)

Student Counseling Services (SCS)

(213) 740-7711 – 24/7 on call

Free and confidential mental health treatment for students, including short-term psychotherapy, group counseling, stress fitness workshops, and crisis intervention. <https://studenthealth.usc.edu/counseling/>

See also this guide for Gould students to facilitate access to mental health resources on campus:

<https://gould.usc.edu/assets/docs/directory/Mental-Health-Services-at-USC.pdf>

National Suicide Prevention Lifeline

(800) 273-8255

Provides free and confidential emotional support to people in suicidal crisis or emotional distress 24 hours a day, 7 days a week. www.suicidepreventionlifeline.org

Relationship and Sexual Violence Prevention Services (RSVP)

(213) 740-4900 – 24/7 on call

Free and confidential therapy services, workshops, and training for situations related to gender-based harm. <https://studenthealth.usc.edu/sexual-assault/>

USC Gould

School of Law

Sexual Assault Resource Center

For more information about how to get help or help a survivor, rights, reporting options, and additional resources, visit the website: <https://eetix.usc.edu/>

Office of Equity and Diversity (OED)/Title IX Compliance

(213) 740-5086

Works with faculty, staff, visitors, applicants, and students around issues of protected class.

<https://eetix.usc.edu/>

Bias Assessment Response and Support

Incidents of bias, hate crimes, and micro-aggressions need to be reported allowing for appropriate investigation and response. <https://eetix.usc.edu/>

The Office of Disability Services and Programs

Provides certification for students with disabilities and helps arrange relevant accommodations.

<https://dsp.usc.edu/>

Student Support and Advocacy

Campus Support and Information is where members of the Trojan Family go to seek support for themselves, for others, and for the community. It is a one-stop-shop for care and support, troubleshooting and advocacy. <https://cwci.usc.edu/campus-support-and-intervention/>

If you are concerned about a fellow Trojan challenged with personal difficulties, you can file a report through Trojans Care for Trojans. The form can be found at: <https://campussupport.usc.edu/trojans-care-4-trojans/>

Diversity at USC

Information on events, programs and training, the Diversity Task Force (including representatives for each school), chronology, participation, and various resources for students.

<https://diversity.usc.edu/>

Gould-specific information can be found at <https://gould.usc.edu/about/race-equity/> (Law, Race and Equity page) and <https://gould.usc.edu/students/diversity/>

Students can submit anonymous EDI-related comments/complaints through the law portal:

<https://mylaw2.usc.edu/about/contact/anonymous-comments>

USC Emergency Information

Provides safety and other updates, including ways in which instruction will be continued if an officially declared emergency makes travel to campus infeasible. <https://emergency.usc.edu/>

USC Department of Public Safety

UPC: (213) 740-4321 – HSC: (323) 442-1000 – 24-hour emergency or to report a crime.

Provides overall safety to USC community. <https://dps.usc.edu/>