



Contract Drafting and Analysis – Fall 2023 *[updated 10/5/23 correcting team payment date]*

Units: 2

Term/Day/Time: Half days from 9:30 to 1 on August 26 and September 16 and 30; full days from 9:30 to 3:30 on September 9 and October 7

Location: Room 118/120

Instructor: Michael Roster

Office: ____

Office Hours: By arrangement, in addition to optional one-on-one meetings with each student that will likely be held after Sessions 3 or 4.

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 five intensive Saturday sessions, three going a half day and two going a full day.

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 summary of the assignments in the course and what will be done at each class session appears below. A more 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

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.

Use of Third-Party Resources Such as Web Searches, Templates and AI

As we will discuss in class, students do much better by thinking through each assignment on their own and not using third-party resources. Or if they do use any such resources, do so solely to check what they had already drafted on their own. Experienced lawyers find that this same dynamic applies to their practice of law. We will discuss these issues at our first and subsequent sessions. In addition, there are required templates for specific assignments including a one- to three-sentence description of third-party resources that a student used, if any, and if a student did use any such third-party resources, how and when they used them, whether the student found them useful or not, and why.

Course Schedule/Weekly Breakdown (see below)

	Topics/Activities	Readings and Homework	Assignment Dates
Session 1 – August 26 (morning only)	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.
September 2		No class today; Labor Day Weekend	
Session 2 – September 9 (full day)	Analyzing an assigned type of contract	Prior to Session 2 students will prepare a memo and presentation re a preassigned type of contract. Session 2 will consist of student presentations followed by comments by the instructor.	Memos due by 7 pm on Thursday, September 7 for posting on Blackboard.
Session 3 – September 16 (morning only)	Drafting a simple contract	Prior to Session 3, students will select one of four client matters and prepare a draft contract and transmittal memo to the client. Session 3 will consist of discussion of the various drafts.	Drafts of contracts and transmittal memos due by 7 pm on Thursday, September 14 for posting on Blackboard.
September 23		No class today	
Session 4 – September 30 (morning only)	Interpreting a complex contract Preparing for team projects	Prior to Session 4, 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 opinion letters and the contract itself. Students will then break into pre-assigned teams to start working on their team-drafted contracts and client briefings.	Opinion letters due by 7 pm on Thursday, September 28 for posting on Blackboard.

Session 5 – October 7 (full day)	Team presentations Course wrap-up	What it's like to brief a client, and also to be the client. Following the team presentations, there will be a review of the course and putting it all together.	Team materials due by Noon on Friday, October 6 for posting on Blackboard
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 Noon on Thursday, October 12 for subsequent distribution to the other teams.

Statement on Academic Conduct and Support Systems *[updated 8/9/23]*

Academic Integrity:

The University of Southern California is a learning community committed to developing successful scholars and researchers dedicated to the pursuit of knowledge and the dissemination of ideas. Academic misconduct, which includes any act of dishonesty in the production or submission of academic work, compromises the integrity of the person who commits the act and can impugn the perceived integrity of the entire university community. It stands in opposition to the university's mission to research, educate, and contribute productively to our community and the world.

All students are expected to submit assignments that represent their own original work, and that have been prepared specifically for the course or section for which they have been submitted. You may not submit work written by others or "recycle" work prepared for other courses without obtaining written permission from the instructor(s).

Other violations of academic integrity include, but are not limited to, cheating, plagiarism, fabrication (e.g., falsifying data), collusion, knowingly assisting others in acts of academic dishonesty, and any act that gains or is intended to gain an unfair academic advantage.

The impact of academic dishonesty is far-reaching and is considered a serious offense against the university. All incidences of academic misconduct will be reported to the Office of Academic Integrity and could result in outcomes such as failure on the assignment, failure in the course, suspension, or even expulsion from the university.

For more information about academic integrity see [the student handbook](#) or the [Office of Academic Integrity's website](#), and university policies on [Research and Scholarship Misconduct](#).

Please ask your instructor if you are unsure what constitutes unauthorized assistance on an exam or assignment, or what information requires citation and/or attribution.

Students and Disability Accommodations:

USC welcomes students with disabilities into all of the University's educational programs. [The Office of Student Accessibility Services](#) (OSAS) is responsible for the determination of appropriate accommodations for students who encounter disability-related barriers. Once a student has completed the OSAS process (registration, initial appointment, and submitted documentation) and accommodations are determined to be reasonable and appropriate, a Letter of Accommodation (LOA) will be available to generate for each course. The LOA must be emailed to the Student Affairs office, and to ensure anonymity where possible, the Student Affairs office will communicate with faculty as needed. For classroom accommodations, the student can work directly with faculty to determine how best to implement the modification. This should be done as early in the semester as possible as

accommodations are not retroactive. More information can be found at osas.usc.edu. You may contact OSAS at (213) 740-0776 or via email at osasfrontdesk@usc.edu. You can also contact Student Affairs for more information about accommodations in the law school (studentcare@law.usc.edu).

Support Systems:

[Counseling and Mental Health](#) - (213) 740-9355 – 24/7 on call

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

[988 Suicide and Crisis Lifeline](#) - 988 for both calls and text messages – 24/7 on call

The 988 Suicide and Crisis Lifeline (formerly known as the National Suicide Prevention Lifeline) provides free and confidential emotional support to people in suicidal crisis or emotional distress 24 hours a day, 7 days a week, across the United States. The Lifeline is comprised of a national network of over 200 local crisis centers, combining custom local care and resources with national standards and best practices. The new, shorter phone number makes it easier for people to remember and access mental health crisis services (though the previous 1 (800) 273-8255 number will continue to function indefinitely) and represents a continued commitment to those in crisis.

[Relationship and Sexual Violence Prevention Services \(RSVP\)](#) - (213) 740-9355(WELL) – 24/7 on call

Free and confidential therapy services, workshops, and training for situations related to gender- and power-based harm (including sexual assault, intimate partner violence, and stalking).

[Office for Equity, Equal Opportunity, and Title IX \(EEO-TIX\)](#) - (213) 740-5086

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.

[Reporting Incidents of Bias or Harassment](#) - (213) 740-5086 or (213) 821-8298

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

[The Office of Student Accessibility Services \(OSAS\)](#) - (213) 740-0776

OSAS ensures equal access for students with disabilities through providing academic accommodations and auxiliary aids in accordance with federal laws and university policy.

[USC Campus Support and Intervention](#) - (213) 740-0411

Assists students and families in resolving complex personal, financial, and academic issues adversely affecting their success as a student.

[Diversity, Equity and Inclusion](#) - (213) 740-2101

Information on events, programs and training, the Provost's Diversity and Inclusion Council, Diversity Liaisons for each academic school, chronology, participation, and various resources for students.

[USC Emergency](#) - UPC: (213) 740-4321, HSC: (323) 442-1000 – 24/7 on call

Emergency assistance and avenue to report a crime. Latest updates regarding safety, including ways in which instruction will be continued if an officially declared emergency makes travel to campus infeasible.

[USC Department of Public Safety](#) - UPC: (213) 740-6000, HSC: (323) 442-1200 – 24/7 on call

Non-emergency assistance or information.

[Office of the Ombuds](#) - (213) 821-9556 (UPC) / (323-442-0382 (HSC)

A safe and confidential place to share your USC-related issues with a University Ombuds who will work with you to explore options or paths to manage your concern.

[Occupational Therapy Faculty Practice](#) - (323) 442-2850 or otfp@med.usc.edu

Confidential Lifestyle Redesign services for USC students to support health promoting habits and routines that enhance quality of life and academic performance.