SYLLABUS

This is a problem-based, lawyering skills course. Students will be given opportunities to develop law practice skills by drafting business documents. These skills include learning about a client’s business strategy, identifying appropriate sources for drafting business documents, spotting and researching legal issues raised by integrating client business strategies into business documents, and personifying the ethical norms of the legal profession in transactional law practice.

Welcome

My goal is to welcome every student and invite learning. This is an “experiential” course designed to simulate law practice. In experiential learning courses, students should expect to receive lots of feedback. When I provide feedback to students, my goal is to invite learning.

Mutual respect is the foundation of collaboration. The core of strategy is making hard choices, and I have weighed up many costs and benefits and made hard choices when designing this course. I welcome your feedback about what you think is working and what is not working.

Everyone makes mistakes including me, and all mistakes can be seen as opportunities to learn. If you think I’ve made a mistake, please let me know in person or by email. It is hard for me to respond in real time to feedback on my teaching during class, it is easier to respond outside of class.

Textbook

- Tina Stark, Drafting Contracts: How and Why Lawyers Do What They Do (2nd ed. 2014)
  - [http://www.aspenlawschool.com/books/stark_contracts/custom1materials.asp](http://www.aspenlawschool.com/books/stark_contracts/custom1materials.asp)
- Paul A. Swegle, Contract Drafting And Negotiation For Entrepreneurs And Business Professionals (2018)
- Chapter 2, Dennis Hubbard, How to Measure Anything: Finding the Value of Intangibles in Business (2010) (handout and available through Canvas)
• Other materials as may be distributed through the Canvas course site

**Learning Objectives**

Students will learn to:

• Recognize the customer value proposition of the client’s customer;
• Distinguish “ex post” litigation legal reasoning from “ex ante” drafting legal reasoning;
• Apply “ex ante” skills when drafting business documents;
• Draft documents that work for the client as well as the lawyer;
• Distinguish active from passive learning; and
• Recognize ethical conflicts that arising in drafting and devise strategies to manage them.

**Grading (subject to possible adjustment)**

**Assessed on a pass/fail basis**

<table>
<thead>
<tr>
<th>Component</th>
<th>Weightage</th>
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<tbody>
<tr>
<td>Class participation</td>
<td>5%</td>
</tr>
<tr>
<td>Team based learning, class discussion, hardcopy homework</td>
<td></td>
</tr>
<tr>
<td>Contract law/CALI Lessonlink</td>
<td>5%</td>
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<tr>
<td>Swegle chapters 1, 2 and 5 canvas quiz</td>
<td>5%</td>
</tr>
<tr>
<td>Care for Coco Peerceptiv (4 assignments, 5 points each)</td>
<td>20%</td>
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<tr>
<td>Canvas draft Stark assignments (9 assignments, 1 point each)</td>
<td>9%</td>
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<tr>
<td>Canvas draft Poissonmatic (5 assignments, 1 point each)</td>
<td>5%</td>
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<tr>
<td>Canvas draft Incorporation by Reference Walmart, 1 point</td>
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**Subtotal** 50%

**Final portfolio assessed by starting with full marks then deducting points for major problems**

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<tr>
<th>Component</th>
<th>Weightage</th>
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<tbody>
<tr>
<td>Incorporation by Reference Walmart</td>
<td>10%</td>
</tr>
<tr>
<td>Two Poissonmatic Assignments 10 points each</td>
<td>20%</td>
</tr>
<tr>
<td>Two Care for Coco Assignments 10 points each</td>
<td>20%</td>
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**Subtotal** 50%

**TOTAL** 100%

There is no final exam for this course.
**Class Participation/Expectations**

In order to make sure everyone tries to do class assignments before class discussion, students are required to bring a hard copy paper version of the assignment to the first class when the assignment is being discussed. These hard copies will be turned in and recorded.

When called on to discuss assignments, students are expected to be generally familiar with the assignment and materials covered in the course up to that point.

When discussing team discussion questions with team members, students are expected to be collegial and supportive of the other members of their teams. This includes focusing on giving each team member an opportunity to contribute and providing constructive feedback, not criticism, of other team members’ contributions.

**Course Evaluation**

Course evaluations are open online during the last week of classes. Class time will be made available on Tuesday 3 December 2019 for filling out your evaluation. Please bring a laptop or mobile device to class on this date to participate in the evaluation.

**Rescheduled Classes**

Due to unavoidable schedule conflicts, I regret that I will be out of town on Thursday September 26, Thursday October 24 and Tuesday November 26. These classes may be made up through a combination of video lectures, online quizzes, homework, makeup classes or extending class to 3:15 instead of 3 pm.

**Podcasts**

Audio podcasts will be made of all classes, but if I forget to wear the microphone, the audio may be unintelligible.

**Class Media/Computer Use Policy**

Students may make use of any kind of computer device during class but should use them only to work on class-related activities during class time.

The policy regarding mobile phone use during class is different than the policy regarding conventional computer use during class because the way people interact with them is often different: recent empirical research suggests mobile phone use is more likely to interfere with effective use of class time than conventional computer use.¹ For this reason everyone (student & faculty alike) should keep mobile phones turned off or on silent and put away out of sight during class (barring a personal emergency brought to my attention before class).

**Law School Attendance Policy**

Under changes to ABA Accreditation Standard 304, adopted in August 2004, a law school shall require regular and punctual class attendance.

At any time after the fifth week of a course (halfway through a summer session course), a student who has been determined by the instructor to have attended fewer than 80 percent of the class sessions in

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any course will be required to drop the course from his or her registration upon the instructor’s so indicating to the Academic Services Office.

**Access and Accommodation**

Your experience in this class is important to me. If you have already established accommodations with Disability Resources for Students (DRS), please communicate your approved accommodations to me at your earliest convenience so we can discuss your needs in this course.

If you have not yet established services through DRS, but have a temporary health condition or permanent disability that requires accommodations (conditions include but not limited to; mental health, attention-related, learning, vision, hearing, physical or health impacts), you are welcome to contact DRS at 206-543-8924 or uwdrs@uw.edu or disability.uw.edu. DRS offers resources and coordinates reasonable accommodations for students with disabilities and/or temporary health conditions.

Reasonable accommodations are established through an interactive process between you, your instructor(s) and DRS. It is the policy and practice of the University of Washington to create inclusive and accessible learning environments consistent with federal and state law.

Washington state law requires that UW develop a policy for accommodation of student absences or significant hardship due to reasons of faith or conscience, or for organized religious activities. The UW’s policy, including more information about how to request an accommodation, is available at [Religious Accommodations Policy](https://registrar.washington.edu/staffandfaculty/religious-accommodations-policy/). Accommodations must be requested within the first two weeks of this course using the [Religious Accommodations Request form](https://registrar.washington.edu/students/religious-accommodations-request/).

**Course Description**

Students will be asked to:

- Work on drafting problems from the Stark textbook and other sources;
- Discuss reading assignments, drafting assignments and other assignments in class, including responding to Poll Everywhere questions;
- Work through business and legal issues related to drafting business documents in teams followed by class discussion; and
- Submitting selected drafting projects to Peerceptiv and providing formal peer reviews to other students on the same assignments.

In addition, some class time may be allocated to guest lecturers.

Student work outside of class will include:

- Reading the textbook or other background information;
- Completing various law practice simulation assignments and printing them out or submitting them to Canvas or Peerceptiv to facilitate review;
- Developing “ex ante” legal research skills including:
Identifying and researching legal issues related to drafting assignments; and
Locating models, templates, guides and examples of business documents to assist in drafting documents; and

- Providing peer feedback on Peerceptiv drafting assignments.

Additional class or outside of class activities may be added as the course progresses.

Team-Based Learning

From time to time, students will engage in “Team Based Learning” activities in class. Teams in this class do not meet outside of class; teams are designed to provide a framework for class discussion.

After drop/add, I will randomly assign students to teams. These teams will remain the same for the entire quarter.

Minor team based discussion activities include discussing as a group answers to informal class discussion questions or Poll Everywhere questions.

Major team-based learning and discussion activities provide “review and synthesis” opportunities:

- Students take a multiple choice test as individuals, and turn in their answers;
- Students break into teams and answer the same multiple choice test as a group using a scratch-off sheet to record their answers (I will provide the “Immediate Feedback Assessment Technique” scratch off cards); and
- Students will be given a more complex problem to solve in teams; team results will be reported to class and followed by class discussion.

Before the end of the quarter, students will be asked to assess the performance of their team members by noting something that the team member has done well, and something that can be improved. The “team based learning” part of students’ grades will be based on my observation of their behavior in class as well as the feedback students provide to each other and receive from each other. For example, writing “Well done!” for what peers did well and “Keep up the good work!” for what could be improved will result in a student receiving 0/10 possible points.

Although students are free to meet as teams outside of class, they are not required to do so. I will not assign any team activities other than those that take place during class time.

Hard Copy Assignments and Final Portfolio

For Stark, Poissonmatic and Incorporation by Reference drafting assignments, students are required to bring their draft to class in hard copy and hand it in at the end of class.

After we have discussed Stark, Poissonmatic and Incorporation by Reference drafting assignments, students will upload their revised work to Canvas.

At the end of the course, students will revise their Incorporation by Reference assignment plus two Poissonmatic and two Care for Coco assignments and turn them in as their “Final Portfolio.”
Peerceptiv Drafting and Peer Review Assignments

Peerceptiv is a collaborative learning management system. Compared to Canvas, it offers fewer functions, but for the peer review functions that it does offer, they are much more advanced than anything available in Canvas.

Some drafting assignments will be designated as Peerceptiv assignments. Each of these assignments will have a deadline and after the deadline, Peerceptiv will assign each student the work of five other students to review by a second deadline. All student peer reviews are anonymous for the students but as Instructor, I will know which student’s work is being reviewed and which student is submitting the review.

Some or all of the Peerceptiv drafting assignments may be based on single transaction: a student hiring a pet sitter/house sitter while the student is away for a month to complete an externship in another state.

- Where in the World is UW Law School? (only to practice using Peerceptiv)
- Peerceptiv One: Preamble to Care for Coco the Dog Agreement
- Perceptive Two: Action Sections for Care for Coco the Dog Agreement
- Perceptive Three: Endgame Provisions of Care for Coco the Dog Agreement

Incorporation by Reference: Traditional Formbooks vs. EDGAR Material Contracts Database

Law school students are not usually provided with much training in legal research strategies customized to issues arising in “ex ante” transaction practice rather than “ex post” litigation practice. These strategies include the use of formbooks or their online equivalent, but models for drafting business documents can come from many sources.

After a Gallagher Law Library reference librarian explains in detail how to find “contract drafting precedents” in traditional hardcopy books in the library and in the Bloomberg, Lexis and Westlaw databases. In addition, training in locating relevant examples of business documents in the EDGAR Material Contracts database will also be provided.

Students will be asked to review a recent lawsuit in which the issue of whether “Standards for Suppliers” that were “incorporated by reference” into contracts between a US retailer and exporters in Asia granted rights against the US retailers to the Asian exporters’ employees. Then students will be asked to find “contract drafting precedents” for “incorporation by reference” terms in traditional hard copy, traditional online and EDGAR sources, then reflect on the costs and benefits of using each.

Other Assignments

Students will be asked to taken a Canvas quiz covering the assigned readings in Swegle, some CALI lessons on basic contract law and respond to Poll Everywhere questions as part of class discussion.

Other assignments may be added to the syllabus during the quarter, or some assignments may be removed from the syllabus. In this case, the formula for calculating grades will be adjusted accordingly.