

**University of Washington School of Law
Winter Quarter, 2019**

Lecturer: Eric Carnell

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Office Hours: By appointment. To schedule an appointment, please see me after class or email me.

Assistant:

Curtis Terry | Room 422

Hours: M-F, 8:00-5:00

tacurtis@uw.edu

(206) 616-2583

**Drafting Business Documents B536
SYLLABUS**

T TH 9:00-10:20 AM (except as noted for early start times)

William H. Gates Hall, Room 119

Textbook: There is no required text. Course materials will be provided on line or in hard copy. Recommended reference books will be placed on reserve in the Gallagher Law Library.

Class Description:

This class will focus on translating business deals into contract across a variety of hypothetical client situations. Business imperatives frequently place time and other pressures on the lawyer drafting a business agreement. Drafting effectively under these circumstances requires the ability to prioritize, synthesize and relate key risk and legal considerations pertaining to a proposed business deal.

Students will submit draft documents (or clause(s)) related to a hypothetical, generally weekly. The primary focus will be on drafting tools and skills. Students will learn to identify the type of transaction involved, find prototypes or templates for relevant documents, interpret a document efficiently and critically, and draft to accomplish particular client goals. A final project will require students to draft a set of documents pertaining to a multi-element transaction.

This course instruction and interaction is not limited to drafting. Students will present their drafting recommendations in-class. This will focus students on articulating the rationale for their contract recommendations. In-class interactions will frequently be divided into small groups, at times to negotiate specific contract provisions.

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.

Grades:

The grades for the course are based on the following factors:

1. class attendance and participation (approximately 30% together),
2. completion and caliber of periodic drafting assignments during the course (approximately 45%); and
3. timely submission, organization and quality of a document package that complies with the final project directions (approximately 25%).

The final project directions will be distributed approximately two weeks before the due date. The responsive document package will be due on line through the Canvas website by 9:00 a.m. on the last day of the scheduled exam period. This course is not graded anonymously and grades are not subject to a mandatory curve.

I will take attendance because participation in group discussions is essential and absences disrupt group dynamics. I will subtract 2 points for each unexcused absence. If you are unable to attend a class, please explain why, ideally before the class. If possible, you should obtain class notes from another student. You may be required to make-up in-class activities outside of class. Valid excuses for absence include illness, accidents, personal or family emergencies, and unavoidable scheduling conflicts, such as those for job interviews.

As a master class, the course will not be graded on the curve.

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 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.

Podcasts:

Class meetings will be podcast.

Cell Phones and Computers:

You may use your cell phone or laptop computer to support class work, including in-class research and drafting. Surfing, chatting, etc. are distracting to the instructor and other students. If another student complains or I detect such non-class work use of technology, I will lower the score you would otherwise receive for class participation at my discretion.

Course Evaluation:

Course evaluations are open online during the last week of classes. Class time will be made available on Thursday, March 7, 2019 for filling out your evaluation. Please bring a laptop or mobile device to class on this date to participate in the evaluation. Written feedback is especially valuable. If you have comments, suggestions or recommendations before end of quarter, please do not wait until quarter end to raise them.

Guests and Visitors:

Please contact me in advance prior to inviting guests to the classroom. Permission will depend on classroom accommodation and in conditioned on guests not distracting from the class work.

Class Meeting	Topic
Week One	
Class 1, Tues, Jan. 8	Starting the conversation: the NDA
Class 2, Thurs, Jan. 10	Class starts 8:40 am. Starting the conversation: the LOI
Week Two	
Class 3, Tues, Jan 15	No Class
Class 4, Thur, Jan 17	Class starts 8:40 am. Translating the Deal into Contract: Deal Economics
Week Three	
Class 5, Tues, Jan 22	Class starts 8:40 am. Key Competencies of Business Lawyers. Group Presentations.
Class 6, Thur, Jan 24	Class starts 8:40 am. Representations, Warranties, Covenants; Limitations Executive
Week Four	
Class 7, Tues, Jan 29	Indemnification. Group Presentations.
Class 8, Thur, Jan 31	Employment Agreements; Employee v. Contractor
Week Five	
Class 9, Tues, Feb 5	Master Services Agreement
Class 10, Thur, Feb 7	Online and Mobile: TOS / Privacy Policy
Week Six	
Class 11, Tues, Feb 12	The Devil in the Details: Audit Rights, Insurance, Term/Termination/Tails, Dispute Resolution
Class 12, Thur, Feb 14	Marketing calls: reviewing and editing company communications
Week Seven	
Class 13, Tues, Feb 19	Competition law overlay; Regulated industry contracting
Class 14, Thus, Feb 21	Reseller, listing, sales representative agreements
Week Eight	
Class 15, Tues, Feb 26	Sales agreements continued
Class 16, Thur, Feb 28	Secured transactions; company loans
Week Nine	
Class 17, Tues, Mar 5	Succession planning: buy/sell, shareholder agreements, valuations
Class 18, Thur, Mar 7	Recordkeeping, authorizations and minutes
Week Ten	
Class 19, Tues, Mar 12	Wrap-up
Exam Period: March 18-23	