

**University of Washington School of Law**  
**Winter 2021**  
**Drafting Business Documents B536 A, B, C, D**  
**3 Credits Class meets Tues/Thurs 1:30-3 via Zoom**

Instructor: Professor Jane Winn  
Office Phone:  
Office: William Gates Hall 418

Canvas course website link:

Online office hours:

**SYLLABUS 4 January 2021 draft subject to revision**

Class Description .....	1
Learning Objectives.....	2
Textbooks.....	2
Grades .....	2
Assessment of Assignments by Type and Learning Objective .....	3
Optional Extra Credit Assignments .....	4
Learning as a Community.....	5
Guests and Visitors .....	5
Law School Attendance Policy .....	5
Access and Accommodation .....	5
Religious Accommodations.....	6
Tentative Class Schedule subject to revision .....	6
Class 1 Tues 5 January 2021.....	6
Class 2 Thurs 7 January 2021 .....	6

**Class Description**

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 compliance with the ethical norms of the legal profession in transactional law practice.

### **Learning Objectives**

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

- Evaluate the “alignment” between a business document designed to serve a legal goal and a client’s broader business strategy
- Distinguish “ex post” litigation law practice skills from “ex ante” drafting/transactional law practice skills and develop ex ante skills
- Develop law practice skill of contributing to a client’s execution of its business strategy (“in medio”)
- Articulate the tradeoffs between mitigating future litigation risk versus execution of successful business strategy in light of client’s tolerance for risk and uncertainty
- Distinguish active from passive learning
- Recognize drafting business documents ethical conflicts, devise feasible & effective strategies to mitigate them

### **Textbooks**

Stark, Drafting Contracts: How and Why Lawyers Do What They Do (2<sup>nd</sup> ed. 2014)

Swegle, Contract Drafting & Negotiation for Entrepreneurs and Business Professionals (2018)

Plus other readings uploaded to Canvas as PDFs

### **Grades**

Because this is an “experiential learning” course it is in theory possible for every student in the class to earn an “A.” As you can see from the actual grade distributions in prior years, many students have managed to do this:

	A	A-	B+	Total
Wi2020	16	3	2	21
Au2019	10	5	0	15
Au2018	24	5	1	30
Au2017	7	5	0	12
Wi2016	13	8	3	24

Your grade in this class is based on class participation, a large volume of credit/no credit work over the quarter and a handful (8-12) final “portfolio” of polished pieces that is graded. This system is designed so that all students should be able to receive 100% credit for class participation and credit/no credit assignments, leaving their final grade to be determined solely by their final portfolio assignments. I am in the process of finalizing grades for Autumn 2020 and when that is done, I will revise the grading system and provide a memo explaining it in more detail.

**Class Participation:** I encourage you to participate actively in class discussion. In addition, I will call on students, usually in reverse alphabetical order.

You may be divided into teams and asked to work on projects during class time with the other members of your team. (Team projects are generally designed to enrich class discussion and so do not require teamwork outside of class meeting times.) You may also be randomly assigned to work in Zoom “breakout rooms” with other students on in-class assignments.

With regard to Zoom:

I have set Zoom to record all class meetings and store them in the cloud. Class recordings are only for the use of individuals enrolled in the class.

When you join the class, please join with “computer audio,” not telephone audio if possible (This is to reduce the risk of creating an audio “feedback” loop.) If you cannot join a class by computer but need to join by telephone, you can call Zoom on 206 337 9723 or 253 215 8782 to listen to class.

Please remember to mute your audio when you aren’t speaking. Please click the “Raise Hands” button if you would like to speak. I will do my best to call on students as soon as possible.

You may also unmute yourself and ask a question without raising your hand.

If you have technical problems, contact UW IT ([help@uw.edu](mailto:help@uw.edu)) for technical support.

### **Assessment of Assignments by Type and Learning Objective**

Assignments for this class are assessed on a pass/fail basis or graded. For pass/fail assignments, completing the assignment is all that is normally required to pass (I reserve the right to reconsider this if there is any evidence of a persistent lack of effort, but this has never come up in the past).

All discussion drafts will be due at 11:59 pm on Sunday

All revised drafts will be due at 11:59 pm on Wednesday

#### **Stark [Big Business]**

Stark, Drafting Contracts textbook assignments: learn a theory of contract drafting developed by a former partner of a Wall Street law firm; emphasis on very formal, very precise drafting characteristic of “Biglaw” practice

Canvas Discussion Draft/Revised Draft: pass/fail

Canvas Portfolio Final Draft graded

#### **Poissonmatic [Small Business]**

Jonah Poisson/Poissonmatic Corporation assignments: apply Stark’s theory of contract drafting to a hypothetical small startup business with few resources; practice “aligning” legal documents and client business goals for a small business with a simple but realistic business model; perform basic legal research for basic “ex ante” transactional law practice tasks

Canvas Discussion Draft/Revised Draft: pass/fail

Canvas Portfolio Final Draft graded

#### **Care for Coco [Consumer/Personal]**

Care for Coco assignments: apply Stark’s theory of contact drafting to a hypothetical relationship between two students involving one pet sitting for the other; practice “aligning” legal documents and the personal goals of each student to increase the odds of a mutually beneficial outcome

Canvas Discussion Draft/Revised Draft: pass/fail

Canvas Portfolio Final Draft graded

### **Walmart [New Frontiers]**

Analyze how an “incorporation by reference” term works in Walmart and Toyota Supply Agreements: compare the different global supply chain business models of Walmart and Toyota; practice “aligning” legal documents and diverse client business goals; perform advanced legal research for advanced “ex ante” transactional law practice tasks

Canvas Discussion Draft/Revised Draft: pass/fail

Canvas Portfolio Final Draft graded

### **Reading Reflections [Successful Law Practice]**

Canvas short reflections on reading assignments pass/fail

### **Swegle [Stark Alternative]**

Canvas Swegle Textbook reading quizzes pass/fail

### **CALI [Basic Black Letter Contract Law]**

CALI Contract Law Lessons: pass/fail

### **Optional Extra Credit Assignments**

There are four optional extra credit assignments that are designed to provide students with fun and valuable learning experiences at the same time they help me improve my teaching materials for this class.

If you make a good faith attempt to complete them, you may earn up to 5 points of extra credit. If I can actually incorporate what you submit for an extra assignment into the teaching materials for this class, you may earn up to 10 points of extra credit.

These assignments will be explained more fully later in separate handouts and on the Canvas site.

- Optional Extra Credit Assignment 1
  - Create an example: copying client's language into contract produces opposite of intended result
- Optional Extra Credit Assignment 2
  - Create an example: what you choose not to say may be as important as what you do say
- Optional Extra Credit Assignment 3
  - Go & See for Yourself: Attract clients? Keep you awake at night? Get help from a lawyer?
- Optional Extra Credit Assignment 4
  - Poissonmatic Alternative Fee Agreement Two

## **Learning as a Community**

My goal as the instructor of this course is to welcome every student and invite learning. I have tried to design this course to support your success in acquiring new law practice skills. I have had to make hard choices about how to present you with new ideas and to provide you with opportunities to practice applying those new ideas.

Everyone makes mistakes, including me, and any mistake can be seen as an opportunity to learn. If you think I've made a mistake in either the design or the delivery of this course, then I welcome your feedback. Of course, I'm also interested to hear about anything that you think is working well.

You may provide me with your feedback in person or by email either during class or outside of class. Please note, however, that once a class has begun, I am usually focusing on accomplishing something specific within a limited amount of time. That focus can make it hard for me to process feedback in real time about any mistakes I'm making. If you provide me with feedback outside of class, it may be easier for me to understand what you are telling me and to think of an appropriate way to respond.

In the wake of the civil unrest that erupted across the US in 2020, UW Law as an institution made a commitment to fight racism and to promote diversity, equity and inclusion both in UW Law and in the US legal system. In addition, the organization and delivery of instruction is undergoing rapid change as a result of the ongoing public health emergency we face.

I hope you will help me to create a learning environment that is both supportive and challenging for every student as well as helping me to promote diversity, equity and inclusion, and to master the new environment within which teaching and learning now take place.

## **Course Evaluation**

Course evaluations are open online during the last week of classes. Class time will be made available on Tuesday 9 March 2020 for filling out your evaluation.

## **Guests and Visitors**

Please let me know in advance if you would like to have a visitor accompany you when you attend 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, 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.

An instructor may also impose stricter attendance standards or other sanctions for nonattendance, including lowering of a grade, provided that students are informed at the start of the course of the instructor's attendance rules and possible sanctions.

## **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](mailto:uwdrs@uw.edu) or [disability.uw.edu](http://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.

### **Religious Accommodations**

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 Faculty Syllabus Guidelines and Resources. Accommodations must be requested within the first two weeks of this course using the Religious Accommodations Request form available at <https://registrar.washington.edu/students/religious-accommodations-request/>.

### **Tentative Class Schedule subject to revision**

I hope to provide you with a full class schedule by Tuesday 12 Jan 2021. On Thursday 7 Jan 2021, I will provide you with a schedule of assignments for the next few weeks.

#### **Class 1 Tues 5 January 2021**

- Introduction and overview of the course; discuss 4 January 2021 draft syllabus and Canvas website
- Discuss Stark Chapters 1-4, Stark Exercise 5.1 assignment

#### **Class 2 Thurs 7 January 2021**

- Discuss Stark Exercise 5.1 assignment, due 11:59 pm Sunday 10 Jan 2021
- Discuss Client Centered Law Practice reading reflection assignments due 11:59 pm Sunday 10 Jan 2021