

**University of Washington School of Law  
Winter Quarter, 2021**

Affiliate Instructor: Eric Carnell

Office Hours: To schedule an appointment, please email me. I will also consider establishing a weekly online office hours.

**Drafting Business Documents B536  
SYLLABUS**

**T TH 5:00-6:20 PM (except as noted for early start times)**

**Remote Via Zoom**

**Eric S. Carnell is inviting you to a scheduled Zoom meeting.**

**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. Also for Spring Quarter 2020, the course will be graded on a Credit / No Credit basis.

**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 4, 2021 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 is conditioned on guests not distracting from the class work.

<b>Class Meeting</b>	<b>Topic</b>
<b>Week One</b>	
Class 1, Tues, Jan 5	Introductions; Starting the conversation: the NDA
Class 2, Thurs, Jan 7	Starting the conversation: the LOI; Good Faith negotiation
<b>Week Two</b>	
Class 3, Tues, Jan 12	Translating the Deal into Contract: Deal Economics
Class 4, Thurs, Jan 14	More on Deal Economics: working capital cycle, revenue recognition
<b>Week Three</b>	
Class 5, Tues, Jan 19	Key Competencies of Business Lawyers.
Class 6, Thurs, Jan 21	Due Diligence
<b>Week Four</b>	
Class 7, Tues, Jan 26	Class Presentations: Due Diligence hypothetical
Class 8, Thurs, Jan 28	Representations, Warranties, Covenants; Limitations Executive
<b>Week Five</b>	
Class 9, Tues, Feb 2	Indemnification.
Class 10, Thurs, Feb 4	Drafting Styles, including Plain English
<b>Week Six</b>	
Class 11, Tues, Feb 9	Employment Agreements; Employee v. Contractor
Class 12, Thurs, Feb 11	Master Services Agreement
<b>Week Seven</b>	
Class 13, Tues, Feb 16	Online and Mobile: TOS / Privacy Policy
Class 14, Thurs, Feb 18	The Devil in the Details: Audit Rights, Insurance, Term/Termination/Tails, Dispute Resolution
<b>Week Eight</b>	
Class 15, Tues, Feb 23	Marketing calls: reviewing and editing company communications
Class 16, Thurs, Feb 25	Competition law overlay; Regulated industry contracting
<b>Week Nine</b>	
Class 15, Tues, March 2	Reseller, listing, sales representative agreements
Class 16, Thurs, March 4	Sales agreements continued
<b>Week Ten</b>	
Class 15, Tues, March 9	Recordkeeping, authorizations and minutes. Wrap-up.
<b>Exam Period: March 15-19</b>	