

**Transactional Skills and Professionalism Lab Syllabus - Spring 2012**  
**Course No. 1013, CRN No. 22243, Section 5**  
**Thursdays, 1:00 p.m. to 2:50 p.m., Room 227**

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Course Description: This is a two (2) credit course addressing the substance and drafting of contracts while demonstrating professionalism to all parties. Transactional contracts frequently involve multiple documents, and difficult drafting and coordination issues require close attention to detail. Attention to client-related production and financial capabilities is critical. The class covers the timing of conditions, fulfillment of promises, and negotiations. Students will wrestle with issues of ethics and professional responsibility. They will learn the distinctions between representations, warranties, covenants, conditions, and other contract terms. Principles of contract interpretation and the parol evidence rule are covered, as are real property-related recording laws. As a lab-structured drafting course, students practice how to spot and avoid ambiguity when drafting or reviewing contract provisions, how to approach communications with difficult clients, and how to create a balanced contract.

Materials:

1. Transactional Skills & Professionalism Lab Course Materials – Spring 2011 (“CM”)
2. Drafting and Analyzing Contracts, 3rd Ed., by Scott J. Burnham (“Text”)
3. Contracts Statutory Supplement from core Contracts class.

Course Goals:

**Skills -**

1. Fact development – due diligence, interviewing, sources: public records, internet, etc.
2. Communication – questioning, listening, persuasion, patience, professionalism
3. Analysis – contract structure, timing, applicable law, interpretation, scope, and navigation
4. Drafting – contract provisions generally, language, and document linkage

**Values -**

1. Continually strive to provide high-quality legal work for each client
2. Demonstrate a commitment to fairness, justice, and contractual balance
3. Communicate and act with honesty, diligence, reliability, judgment, respect
4. Develop a healthy professional identity and reputation

Teaching and Learning Methods: We will use a variety of teaching/learning methods to achieve course goals and to accommodate different learning styles, including:

1. Lecture and reading selections
2. Large and small group discussion and problem solving

3. Simulations – written preparation and oral enunciation of contract provisions
4. Quizzes, exam, and fieldwork.

Electronic Devices Policy: The practice of law requires a sharp and dedicated mental focus so that sights, sounds, and other received information and knowledge are processed appropriately. An attorney's output, whether oral or written, or whether demonstrated by dress, manner, or presentation, must exhibit a fiduciary-level of professionalism. Students are expected to use electronic devices to capture information transmitted in class, so the use of laptops or similar devices for note-taking is encouraged for that purpose. On the other hand, developing mental acuity requires that you not attempt to multi-task. Therefore, while in class, laptops or similar devices are permitted for note-taking, but other use of electronic devices or information sources, such as the Internet, cellphone, Twitter, or iPod-type communications during class is prohibited. **Please turn off such other devices upon entering class.**

Evaluation and Grading: All grading of tests and fieldwork is anonymous. Each student's grade is based on the total number of points earned during the semester. A total of one hundred (100) points is available to students who complete all assignments and quizzes well, as demonstrated in class, and miss no classes. There is no extra credit or make-up for quizzes missed, unless events preclude attendance or performance and the Administration recognizes such event as excusable. The Professor may adjust a student's grade up or down one grade category, such as C to C+, or less based on class participation and quality of contribution in class and on tests.

Class attendance and participation: The American Bar Association requires law students to regularly, preparedly, and punctually attend class. If you arrive on time and attend every class for its full duration, you shall receive ten (10) points toward your final grade. Bring and display your Name Tent Cards during class. Barring extraordinary circumstances, a student who is absent for more than 20% of the course's classes, no matter the validity of the reason, will receive an "F." Student Handbook § 5-1. When you are absent, I assume a good reason. If circumstances justify it, discuss the absence with the Administration. Id., sub. § (B).

When you are in class, you must be prepared to participate in the discussion. Being "prepared" does not mean that you have thoroughly mastered the material; often you may have more questions than answers. You may be called upon at any time to contribute your thoughts.

Everyone is expected to participate in the classroom discussion, and is responsible for participating in an appropriate quality and quantity. I will both call on people and ask for volunteers. If you are unprepared for class, let me know at the beginning of class. Also, you may ask me to appoint co-counsel for you if you are stumped. If you cannot prepare for a class, I strongly recommend you attend anyway. Do not be late to class, due to the disruptive effect.

Fieldwork: Your grade includes one (1) required field visit worth ten (10) grade points to the Spokane County Recorder's Office to procure a copy of the real property deed showing current title ownership of a particular parcel of land in Spokane County. The parcel shall be assigned later in the semester, see the Assignment List below.

Quizzes and Final Exam: There will be three (3) quizzes worth ten (10) grade points each. Students shall be given one-half (1/2) hour to complete them during class on paper handed out

by the Professor, and are expected to affix their Gonzaga Law final exam number to the quiz. Quizzes will combine multiple choice with contract drafting questions.

The Final Exam is worth fifty (50) grade points. Plan to take it on your computer using *Softest*, unless circumstances require you write your answer(s) in a Bluebook. Id., § 6. Be prepared to write your exam in a Bluebook, if *Softest* or your computer fails. The Final is open book, and you may use **your** text, course materials, and the class notes you prepared **ONLY**. You may not use materials from any other sources. The exam will require you to draft one or two short contracts using either the common law or UCC Article 2 provisions, given facts or circumstances presented at the exam. Turning in the exam shall constitute your certification that you have complied with these rules. Violation of these rules will be treated as an Honor Code violation. **Have your Gonzaga Final Exam Number ready for all tests.**

Assignment List: The list below may change from time to time, depending on various factors, such as class time spent in an area of study, or other *force majeure* (“superior force”) events.

**First Class, Thursday, January 12, 1:00 PM-2:50 PM, Room 227.**

Pre-class reading assignment:

- a. Drafting and Analysis (Burnham “Text”), pp. 1-7, pp. 317-330.
- b. Text, page 215 through 234.
- c. Course materials (“CM”), pages 1 -7 (not *Hoosier* case)

**Second Class, Thursday, January 19, 1:00 PM-2:50 PM, Room 227.**

Pre-class reading, problems, drafting exercise assignments:

- a. Text pp. 1-28; Ex. 1-3
- b. CM p. 7-18; Qs p. 11, 18; Probs. 1-1, 2-1A; Draft Ex. 1-B

**Third Class, Thursday, January 26, 1:00 PM-2:50 PM, Room 227.**

Pre-class reading, problems, drafting exercise assignments:

- a. Text pp. 29-56, §§ 2.10 and 3.8 Ex.
- b. CM pp. 19-27, p. Probs. pp. 20-21; Draft Ex. 3-B, 3-C

**Fourth Class, Thursday, February 2, 1:00 PM-2:50 PM, Room 227.**

Pre-class reading, problems, drafting exercise assignments:

- a. Text pp. 57-75, §§ 4.10 and 5.7 Ex.
- b. CM pp. 28-34 (*Frigaliment*, not *Ragus*), Prob. 4-1.

**Fifth Class, Thursday, February 9, 1:00 PM-2:50 PM, Room 227.**

Pre-class reading, problems, drafting exercise assignments:

- a. Text pp. 77-88, § 6.11 Exs. 1-4
- b. CM pp. 34-45, Qs 1-5, Probs. 4-2, 4-3, 4-4, 4-5, 4-6, 4-7; Draft Exs. 4-A, 4-B

**Sixth Class, Thursday, February 16, 1:00 PM-2:50 PM, Room 227.**

Pre-class reading, problems, drafting exercise assignments:

- a. Text pp. 89-115, § 7.7 Exs. 1-8
- b. CM pp. 45-49, *Myskina*, not *Masterson*.

**Seventh Class, Thursday, February 23, 1:00 PM-2:50 PM, Room 227.**

Pre-class reading, problems, drafting exercise assignments:

- a. Text pp. 117-140, Exs. §§ 8.6 1-3, 9.6 1-3. *Class quiz.*
- b. CM pp. 50-56, *Masterson*, Qs 1-2, Probs. 5-2, 5-3, 5-4.

**NO CLASS, Thursday, March 1, Gonzaga Law Monday Schedule.**

**Eighth Class, Thursday, March 8, 1:00 PM-2:50 PM, Room 227.**

Pre-class reading, problems, drafting exercise assignments:

- a. Text, pp. 235-249, § 16.7, Ex. 2.
- a. CM pp. 57-65, Probs. 6-1, 6-2, Draft Ex. 6-A.

**NO CLASS, Thursday, March 15, Spring Break.**

**Ninth Class, Thursday, March 22, 1:00 PM-2:50 PM, Room 227.**

Pre-class reading, problems, drafting exercise assignments:

- a. Text, pp. 169-199, § 12.10, Exercises 1, 2, 3(a), 5.
- b. CM, pp. 65-75, review.

**Tenth Class, Thursday, March 29, 1:00 PM-2:50 PM, Room 227.**

Pre-class reading, problems, drafting exercise assignments:

- a. Text, pp. 203-212, § 14.8 Exs. 1-3.
- b. CM, pp. 76-88, *Kendall*. Subject: Assignment & Delegation. *Class Quiz*

**Eleventh Class, Thursday, April 5, 1:00 PM-2:50 PM, Room 227.**

Pre-class reading, problems, drafting exercise assignments:

- a. Text, pp. 251-269, § 17.12 Ex. 1 and 3.
- b. CM, pp. 89-97, Probs. 9-1, 10-1, Draft. Ex. 9-A & 10-A.

**Twelfth Class, Thursday, April 12, 1:00 PM-2:50 PM, Room 227.**

Pre-class reading, problems, drafting exercise assignments:

- a. Text, pp. 271-296, Exs. 1, 3, and 4.
- b. CM, pp. 97-105, Prob. 10-2, *Class Quiz*.

**Thirteenth Class, Thursday, April 19, 1:00 PM-2:50 PM, Room 227.**

Pre-class reading, problems, drafting exercise assignments:

- b. Text, pp. 141-167, Exs. §§ 10.8, 1-5, 11.10, 1-5.
- c. CM, pp. 106-114, *Sabo and Witter*.
- d. Due in Class: Bring assigned deed from Spokane Co. Recorder's Office.

**Fourteenth Class, Thursday, April 26, 1:00 PM-2:50 PM, Room 227.**

Pre-class reading, problems, drafting exercise assignments:

- a. Text, pp. 330-360.
- b. CM, pp. 115-124

**Final Exam, Thursday, May 5, 1:00 PM-2:50 PM, Room 227.**

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