

Syllabus

“TL” means Transactional Lawyering

Contacting Me Outside of Class

To make an appointment, **contact me** — not my secretary. Email is the best way.

email address — richard.k.neumann@hofstra.edu

office location — room 213 (*end of the corridor that's opposite room 206*)

office telephone — 463-5881 (*email is much faster and more reliable*)

secretary — Joyce Cox, room 216, phone 516-463-6339

Joyce.a.cox@hofstra.edu

TL puts you into real world transactional practice, where people call each other by first names. In law firms, associates call partners by their first names. You can forget the Professor stuff and call me Richard. Really.

Textbooks

1. Stark, *Drafting Contracts: How and Why Lawyers Do What They Do* (Aspen — second edition, 2014)
2. Neumann, *Transactional Lawyering: Client Interviewing, Counseling, and Negotiation* (Aspen 2013)
3. *Transactional Lawyering Supplement*
— available from the basement copy room

The second book (*Transactional Lawyering*) is one of the least expensive textbooks assigned in any law school course. Royalties will be used to supply refreshments for end-of-semester conferences on your last assignment.

On Feeling Lost

It takes a while to understand this material. Everyone makes lots of mistakes in the beginning. If you prepare for class well, things tend to come together in class — although not necessarily in the first or second class. As long as you prepare carefully and try to do the exercises, it's ok not to know all the answers before class. It's even ok, while you're preparing for class, to exclaim, "What the %&# does this mean?!" As we go over the exercises in class, things will become more clear.

Course Goals

TL is both a skills course and a drafting course. It satisfies three credits of the skills requirement. Because you have already taken Foundational Lawyering Skills (3 credits), TL in fact completes your skills course requirements.

Although TL teaches drafting, it does not satisfy a writing requirement. No double-dipping: a course can't satisfy both a skills requirement and a skills requirement.

You'll be evaluated on the following learning outcomes. **Mastering them should be your goals.** Italicized citations are to the law school's Learning Outcomes for Graduating Law Students, which are posted on the school's website.

1. Be able to do the following at or above the ***proficiency required of an entry-level lawyer*** — to practice law effectively in your first post-graduate job. *Every assignment in the course addresses these goals:*
 - analyze and structure transactions within the process of contracting and the lawyer's role in deals — 5(g)
 - problem-solve in light of a client's objectives, anticipating consequences and assessing risks — 6(b)
 - draft contracts — 4(b)
2. Be able to do the following at ***an introductory student level***. For entry-level proficiency, further study in an advanced course will be necessary:
 - negotiate in transactional contexts — 6(d)
 - counsel clients — 6(e)
 - learn from experience through self-critique — 6(k)

- act in professional settings in a manner that meets the standards of the legal profession— 7(a) & 7(b)
- communicate orally and in writing in a manner that meets the standards of the legal profession — 7(a)
- work collaboratively — 6(j)
- manage projects within time and resource limitations — 6(l)

Email Distribution of Materials

Material will be distributed through your Hofstra email address. If you use a non-Hofstra e-mail address, please be sure that it reliably receives email forwarded from your Hofstra address.

Class Attendance

A sign-in sheet will be circulated at the beginning of every class. If you have the sheet at the end of class, please give it to me on your way out. You are responsible for making sure that you sign the attendance sheet. This *must* be done in the classroom or *immediately* afterward in my office. My secretary won't allow you to sign the attendance sheet in her office.

You're entitled to three unexcused absences. Beyond that, every absence must be excused after presentation of a written and reasonable explanation of a compelling reason why you couldn't attend class. It's up to you to keep track of how many times you have been absent and how many of those absences are unexcused. No one will notify you when you have used up your limit of three unexcused absences.

Falsifying a signature on an attendance sheet can lead to failure in the course and a charge of academic dishonesty under Part I(3)(e) of the school's Code of Student Conduct. When you apply for admission to the bar, a character committee will investigate whether you are honest enough to be entrusted with clients' work. By law, a school is required to report proven instances of academic dishonesty to the character committee of any state where you apply for admission to the bar. Signatures are spot-checked by comparing them to other examples of your signature on file with the law school.

A few times during the semester, class won't meet. That might happen, for example, when I meet instead with you individually or in small groups to go over your writing.

To make up for those classes, sometimes we'll meet for two hours instead of the 80 minutes you'll see on the school's class schedules. When we do that, we'll take a short break halfway through the two-hour class.

No Laptops in Class

During class, you're not permitted to use laptops, tablets, cell phones, smart phones, or any other electronic device. If you violate this rule, I will ask you to see me after class, and you may be counted as absent.

Transactional Lawyering doesn't lend itself to laptop note-taking. When we do exercises in class, pay attention to the *process* of what we're doing, and make notes of what you're learning about the process. When we draft in class, don't bother to write down the final product you see on the screen at the front of the room. After class, I'll send that to you by email. Pay attention instead to the process of creation.

Research shows that students who use laptops learn less than students who don't use them. Several studies have shown that laptop-using students do worse on exams than handwriting students, controlling for other factors. According to two of these researchers, "students who took notes on laptops performed worse on conceptual questions than students who took notes longhand" because laptop note takers tend to "transcribe lectures verbatim rather than processing information and reframing it in their own words."¹ Commenting on these studies, another writer said that "there is something about typing that leads to mindless processing. And there is something about ink and paper that prompts students to go beyond merely hearing and recording new information — and instead to process and reframe" so they learn more deeply.²

Surveys at other schools report that students are more satisfied with the learning environment in no-laptop courses. Although some students prefer to use laptops, a larger number of students in the surveys say that classrooms are quieter, they can hear the teacher and other students better, and they feel more engaged in the classroom experience with fewer distractions.

Behaving Professionally in Class

Class is a business meeting. ***You are expected to behave in class with the same level of professionalism that governs a lawyer's behavior in any meeting where the lawyer is an active participant.***

- It's unprofessional to ***arrive late*** without a compelling reason. If you walk into class late, you *must* see me after class and explain why. If you don't have a compelling reason, you'll be counted as having an unexcused absence. Compelling reasons do ***not*** include things like "I couldn't find a parking space." A professional plans ahead and allows extra time to arrive early at professional obligations.

¹ Pam A. Mueller & Daniel M. Oppenheimer, *The Pen Is Mightier Than the keyboard: Advantages of Longhand Over Laptop Note Taking*, PSYCHOLOGICAL SCIENCE (2014).

² Wray Herbert, *Ink on Paper: Some Notes on Note Taking*, at <http://www.psychologicalscience.org/index.php/news/were-only-human/ink-on-paper-some-notes-on-note-taking.html>

- It's unprofessional to **leave the room** except in an emergency. If you leave the room during class, you *must* see me after class and explain why. If you don't explain an emergency, you'll be counted as having an unexcused absence. Needing to use the restroom isn't an emergency. We'll take a ten-minute break midway through class, and that's what the break is for. In a courtroom, a trial will go on for hours. If you ask for a restroom break in the middle of a cross-examination, the judge's jaw will drop in astonishment. This isn't college. *Class is a business meeting.*
- Using your phone or other device to check your texts or email during class is unprofessional behavior. If you do it, you can be counted as absent for that class. *Class is a business meeting.*

Exercises

Exercises are done in nearly every class.

Although you won't receive a grade on the class exercises, failure to do them diligently could result in a lower final grade. These exercises are the focus of much of the in-class work and are critical to learning deal lawyering. They'll be thoroughly reviewed in class. Students who put significant effort into preparing the exercises *before* class tend to learn the most from the course and generally perform well on assignments and the final. The converse is also true.

Don't submit written answers to exercises to me. Instead, use your answers during the class discussion.

During class, pay attention to the *process* of drafting. You don't need to write each exercise's final draft — the one we produce in class. After class, I'll send it to you by email as a PDF.

Submitting Assignments

You'll turn in three or assignments during the semester.

When submitting an assignment —

1. Put your name in a header on every page.
2. Paginate (*what would happen if your pages were to become scrambled when I print them?*).
3. Submit your work by email. Send two attachments. One must be a wordprocessing file (Word or WordPerfect). The other must be an Adobe PDF. They must be identical in content. One of the two attachments will be graded. You won't know in advance which it will be. No grade will be changed on the ground that the attachments differ in content.

Create the pdf just before you submit. And then, before submitting, inspect the pdf in Adobe to insure that it's identical in content to the wordprocessed file. To create a pdf in Word, click on "save as" and then click on "pdf." To do it in WordPerfect, click on "file," then "publish to," and then "pdf" (or, if you see "publish to pdf" in the "file" drop-down menu, click on that).

4. Keep a hard copy (in case your computer crashes).

While working on assignments, feel free to share *ideas* with other students. But *do your own writing*. Soliciting or receiving the aid of anyone outside this class, such as a practicing lawyer or a student who took the class earlier, is prohibited. In addition, you may not refer to any texts, precedent contracts, forms, or other material — except for materials distributed by me.

Exam

The exam will be a take-home, delivered to you by email. You'll draft a contract or portions of a contract or do some other skills tasks. Your answers will be due 72 hours after you receive the exam. You'll be able to select a time to receive the exam, from several options.

Grading

Final grades are based on the three graded assignments described later in this syllabus as well as on the final exam. Here is the credit breakdown:

50%	assignments during the semester
10%	class participation
40%	exam

The original draft of the car purchase agreement and the group project will be critiqued outside of class. (You and I will meet to discuss your work.)

You're entitled to three unexcused absences. If you miss more than three classes and have not provided excuses for the extra absences (see *Class Attendance* above), your end-of-semester point total will be reduced by three points for each excess unexcused absence. For example, if your assignments and exam add up to 91 points and you have five unexcused absences (two of which are penalized), your final grade will be based on only 85 points.

Medical Conditions

If you have a medical condition that might be relevant to school work, such as ADHD or dyslexia, please feel free to discuss it with me privately so we can work out something that could be helpful to you in the course and perhaps in school generally.

Negotiations and Other Group Work
— Getting Other Students' Email Addresses

At some points during the semester, you'll probably need to contact other students by email. If you don't already know a student's email address, go to the webpage below, using it to send a message to the other student. In your message, ask the student for his or her email address. Then you can send emails directly to the student, skipping the webpage.

http://www.hofstra.edu/About/direct/direct_student_email_locator.cfm