LRC Research Training

University of San Diego

Contract Drafting
Fall 2024

Liz Parker
Head of Reference and Publication Services
(619) 260-7986
eparker-10@sandiego.edu

What we will cover today

- Finding contract templates and other drafting guidance in legal databases
  - Bloomberg Law
  - Lexis Practical Guidance
  - Thomson Reuters (Westlaw) Practical Law
  - CEB OnLaw Pro
- Finding books and treatises on contract drafting
- Generative AI tools

Finding templates & guidance

Your client—a local cleaning company—is planning to offer on-demand disinfecting services via a new mobile app. To that end, they've identified a software developer they'd like to hire as an independent contractor to write the program. They've asked you to draft the terms of this agreement.

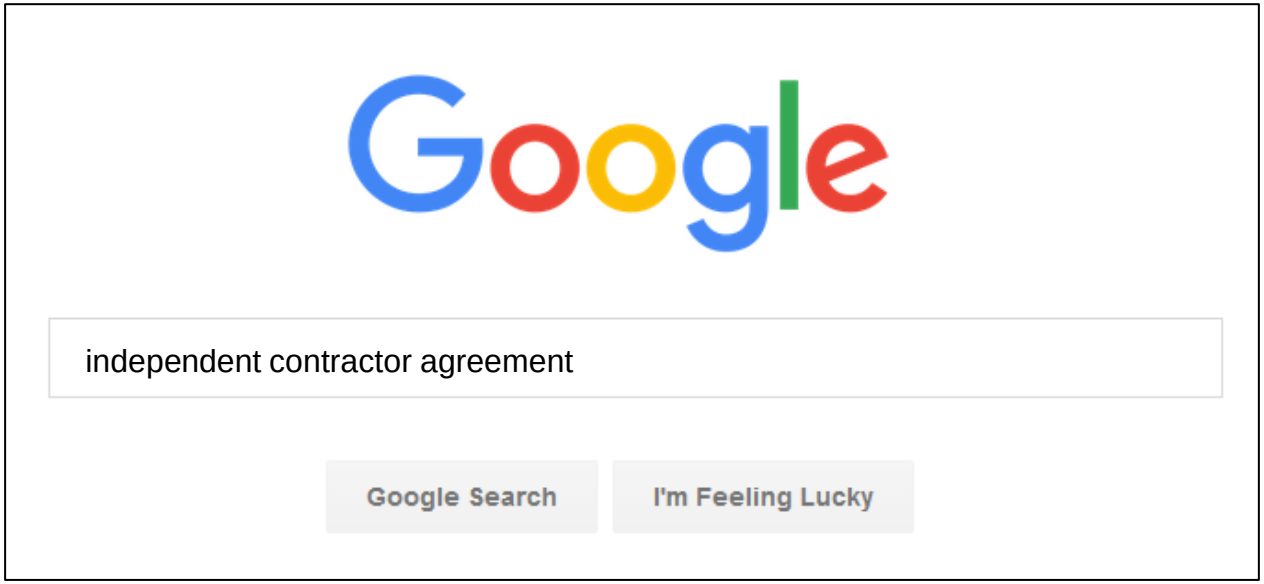
Where to begin?

Finding templates & guidance

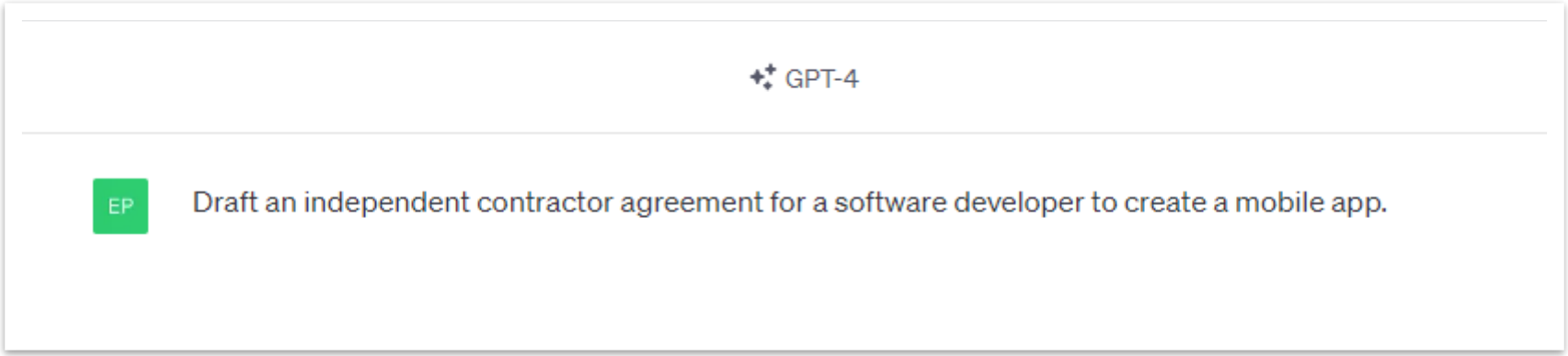
A common scenario:

- You are asked to draft a brand-new contract or clause
- You have never written a contract like the one you have been asked to draft

You might be tempted to…



Or you might even be tempted to…



Better Starting Points for Drafting

Law firm precedent document collections

Fee-based sources of forms/sample contracts and guidance

- Bloomberg Law (forms & analysis)
- Lexis Practical Guidance (forms & analysis)
- Thomson Reuters (Westlaw)—Practical Law (forms & analysis)
- CEB OnLaw Pro (CA-specific; forms & analysis)
- Other fee-based legal websites (often include forms only)

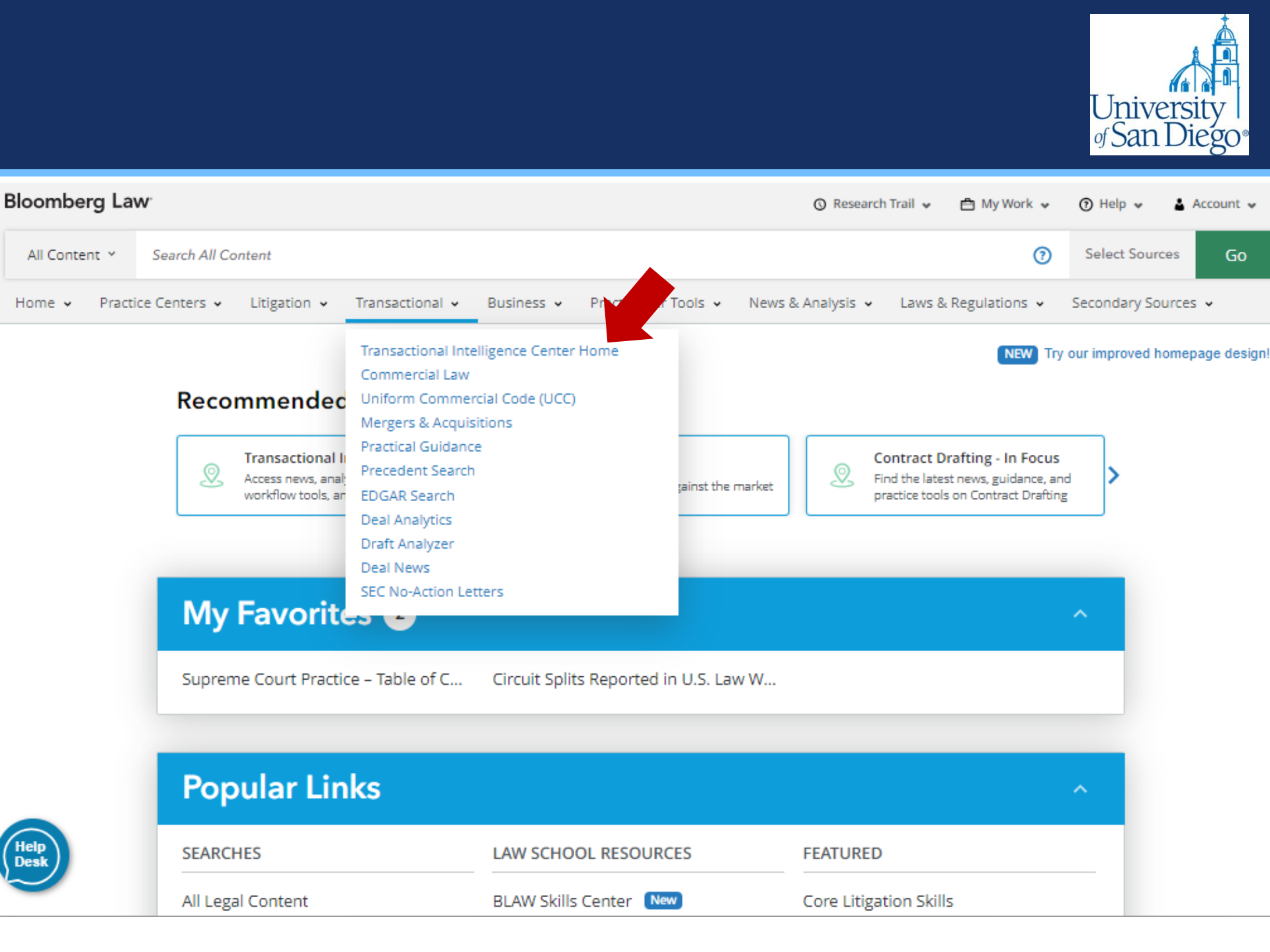
Quality free sources

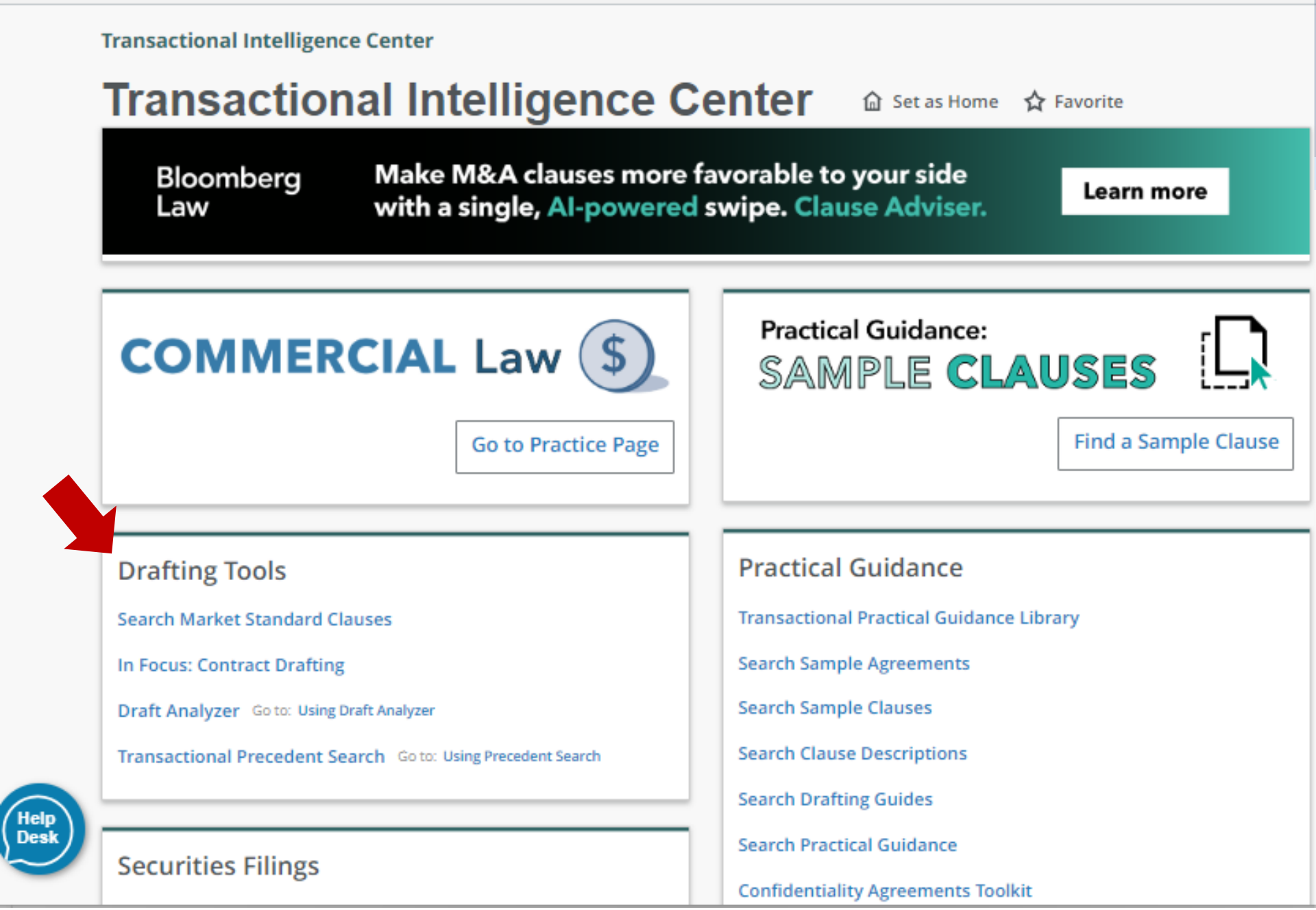
- Print books at the LRC (and other law libraries)

Issues to think about

- Author/creator
- Age of materials
- Contract style/clauses
- Content
- Jurisdiction
- Industry
- Guidance/analysis

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In Focus: Contract Drafting

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- Commercial Clause Descriptions
- Example Search - Commercial Precedent Documents
- Commercial Law Resources

Mergers & Acquisitions

- M&A Sample Clauses
- M&A Sample Agreements
- M&A Drafting Guides
- M&A Clause Descriptions
- Selected ABA Model Agreements

Practical Guidance by Resource Type

- Search All Sample Clauses
- Search All Sample Agreements
- Search All Sample Agreements (Annotated)
- Search All Drafting Guides
- Search All Clause Descriptions
- Search All Professional Perspectives
- Browse Topics & Step-by-Step Transactions

Market Standard Clauses

- Merger Agreement Clauses
- Asset Purchase Agreement Clauses
- Stock Purchase Agreement Clauses

Private Funds

Private Funds Drafting Guides

Search All Private Funds Practical Guidance

Example Search - Private Fund Precedent Documents

Health Care

Health Care Sample Agreements

Health Forms & Sample Documents

Example Search - Health Care Precedent Documents

Employment

Employment Sample Agreements

Employment Forms & Letters

Example Search - Employment Precedent Documents

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Independent Contractor - Practical Guidance

Find forms, tools, and expert guidance on independent contractors.

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1 - 8 of 8 | Sort by Relevance | Details

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1. **Independent Contractor Agreement** — Clean Version

Sample Agreement, Employment

Independent Contractor Agreement Independent Contractor Agreement **Editor's Note:** This agreement can be used when a corporate client seeks advice about retaining independent contractors and avoiding employee-status claims.

Show more extracts

2. **Worker Classification** — Clean Version

Sample Agreement, Employment

For purposes of determining whether a worker is an employee or truly an independent contractor under the Fair Labor Standards Act (FLSA), courts apply a multifactor test focused on the economic realities of the work arrangement. Workers who are economically dependent on the employer, regardless of skill level, are employees covered under the FLSA. Independent contractors, in contrast, are workers who are economically independent and who operate a business of their own.

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ement — Clean Version

Sample Agreement, Employment

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- [ ] Professional Perspective (47)
- [ ] arison Table (28)
- [ ] Notice (15)
- [ ] Sample Discovery (9)

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1. Independent Contractor Agreement last viewed 11 days ago — Clean Version

Sample Agreement, Employment

Independent Contractor Agreement Independent Contractor Agreement **Editor's Note:** This agreement can be used when a corporate client seeks advice about retaining independent contractors and avoiding employee-status claims.

Show more extracts

2. Worker Classification — Clean Version

Sample Agreement, Employment

Editor's Note: For purposes of determining whether a worker is an employee or truly an independent contractor under the Fair Labor Standards Act (FLSA), courts apply a multifactor test focused on the economic realities of the work arrangement.

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3. Nondisclosure Agreement — Clean Version

Sample Agreement, Employment

independent contractors digital privacy software patents financial data privacy patent applications 549312 553564 Nondisclosure Agreement Nondisclosure Agreement

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PRACTICAL GUIDANCE

Practical Guidance

Was this helpful? Yes No

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Employment, Sample Agreement - Independent Contractor Agreement

Independent Contractor Agreement

Editor's Note: This agreement can be used when a corporate client seeks advice about retaining **independent contractors** and avoiding employee-status claims. Plaintiff's counsel also can use this model to compare with an agreement that a client might have been asked to sign. Additional or different terms can be added depending upon the client's goals and protected interests. Always check state law to determine if additional or different terms are required. See also **Checklist: Independent Contractor or Employee?**

*Contributed by **Kevin P. Hishta**, a shareholder in **Ogletree, Deakins, Nash, Smoak & Stewart, P.C.**'s Atlanta office.*

ARTICLE I: PARTIES AND TERM OF AGREEMENT

1.01. This **Independent Contractor** Agreement ("Agreement") is entered into by and between [*insert company name and address*] ("Company") and [*insert **contractor** name and address*] ("**Contractor**"), an **independent contractor**, this _ day of ____, 20_, in consideration of mutual promises made herein as follows:

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2.01. The services that Contractor agrees to perform are as follows: [*describe contractor services in as much detail as possible and in quantifiable measure*]

2.02. Contractor will determine the method, details, and means of performing the above described services.

2.03. Contractor enters into this Agreement, and shall remain without interruption throughout the term of this Agreement, an independent Contractor. Contractor agrees that Contractor is not and will not become an employee, partner, agent, or principal of Company while this Agreement is in effect and the parties hereby signify their express intention to this effect. Contractor shall not be controlled by Company as to the specific details or manner of the services, it being understood that Company's intent is the results achieved by Contractor. Contractor is not entitled to the rights and privileges of employment that are extended to Contractor's employees, including sick leave, annual leave, holiday leave, disability or unemployment insurance, medical insurance, workers' compensation, severance, or any other employment benefit. In the event Contractor becomes eligible to participate in any Company benefit program or plan, Contractor hereby waives any right to participate in any such program or plan. Such waiver is not dependent on Contractor status as an independent contractor.

2.04. Contractor retains the right to provide services to others.

ARTICLE III. FEE FOR SERVICES

3.01. In consideration for the services to be performed by Contractor, Company agrees to pay Contractor the sum of _____dollars ($_____) upon completion of the work to be performed. Contractor bears any and all liability for employment taxes on any fees received under this Agreement.

Practice Pointer: Avoid payment by the hour, day, or week. Pay by the project or task.

ARTICLE IV. CONTRACTOR EXPENSES

4.01. The Contractor shall bear all expenses incurred by the need for and hiring of assistants, employees, or subcontractors that Contractor deems necessary to perform services that Contractor has agreed to perform under this Agreement. Company will not control, direct, or otherwise supervise Contractor's assistants, employees, or subcontractors in the performance of such services.

4.02. Contractor is responsible for providing, at Contractor expense, disability insurance, unemployment insurance, medical insurance, workers' compensation, and/or workers' compensation insurance for Contractor's employees and agents.

RELATED CONTENT

Employment Agreements

PRACTICAL GUIDANCE

Restrictive Covenant Agreements

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Get Ahead

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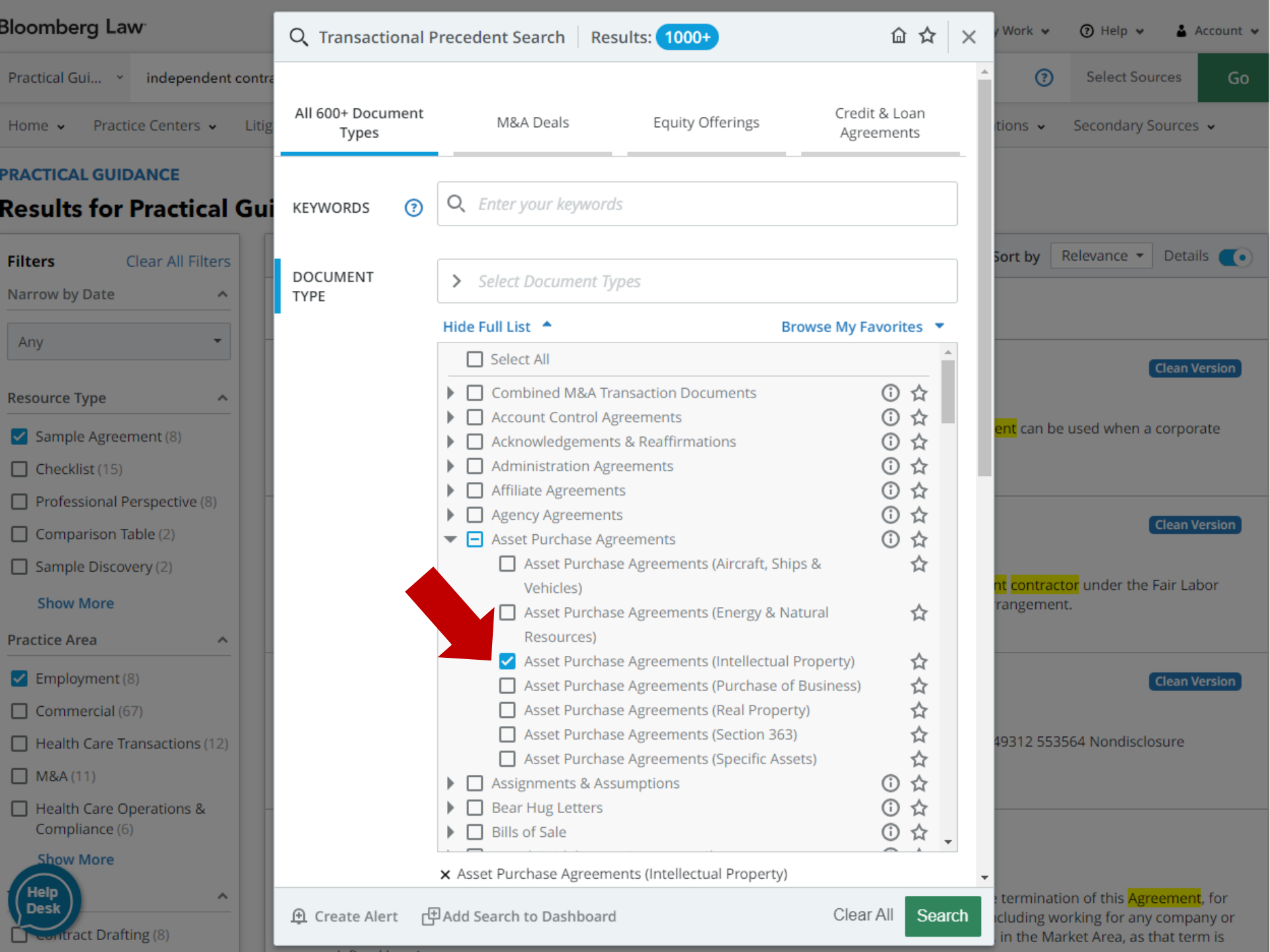
Workflow Tools

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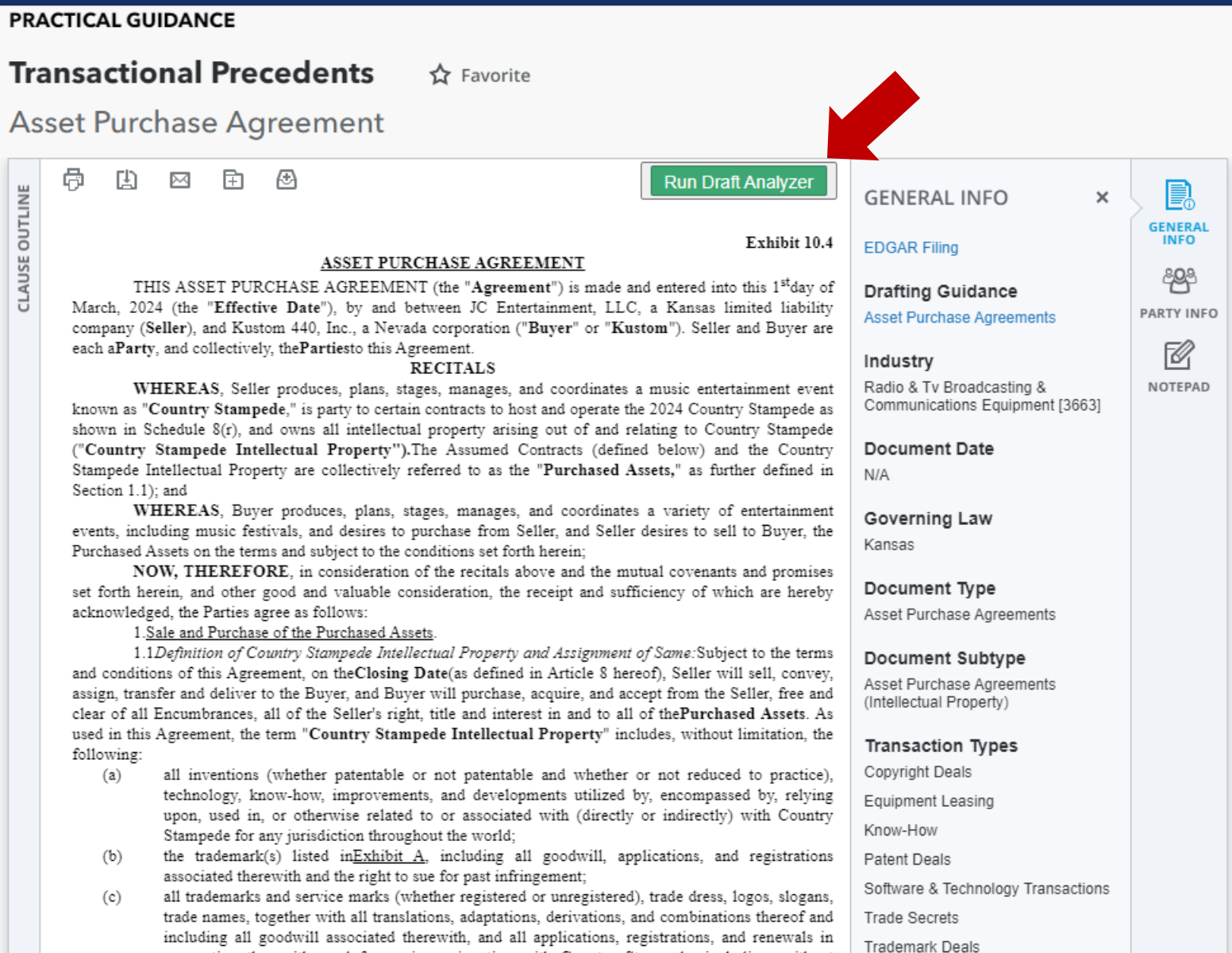
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Asset Purchase Agreements (Aircraft, Ships & Vehicles)
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Asset Purchase Agreements (Purchase of Business)
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Asset Purchase Agreements (Section 363)
Asset Purchase Agreements (Specific Assets)
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Bear Hug Letters
Bills of Sale
Asset Purchase Agreements (Intellectual Property)
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Add Search to Dashboard
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Search
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Example: IP Asset Purchase



Clause Outline

1. Sale and Purchase of the Purchased Assets
2. Excluded Assets
3. Assumption of Liabilities
3. Purchase Price
5. Tax Matters
6. Closing
7. Additional Agreements
(a) Training
(b) Employees
(c) Sales and Use Taxes
(d) Further Assurances
(e) Conditions and Best Efforts
(f) Consents
(g) Non-Disclosure; Confidentiality
(h) Brokers' Fees
(i) Covenant Not to Compete
(j) [Title]

1.Sale and Purchase of the Purchased Assets.

1.1Definition of **Country Stampede Intellectual Property** and Assignment of Same:Subject to the terms and conditions of this **Agreement**, on theClosing Date(as defined in Article 8 hereof), Seller will sell, convey, assign, transfer and deliver to the **Buyer**, and **Buyer** will purchase, acquire, and accept from the Seller, free and clear of all **Encumbrances**, all of the Seller's right, title and interest in and to all of thePurchased Assets. As used in this **Agreement**, the term "Country Stampede Intellectual Property" includes, without limitation, the following:

656 Similar Paragraphs View

(a) all inventions (whether patentable or not patentable and whether or not reduced to practice), technology, know-how, improvements, and developments utilized by, encompassed by, relying upon, used in, or otherwise related to or associated with (directly or indirectly) with **Country Stampede** for any jurisdiction throughout the world;

218 Similar Paragraphs View

(b) the trademark(s) listed inExhibit A, including all goodwill, applications, and registrations associated therewith and the right to sue for past infringement;

211 Similar Paragraphs View

(c) all trademarks and service marks (whether registered or unregistered), trade dress, logos, slogans, trade names, together with all translations, adaptations, derivations, and combinations thereof and including all goodwill associated therewith, and all applications, registrations, and renewals in connection therewith used for or in conjunction with **Country Stampede**, including, without limitation, the trademark "**Country Stampede**," and including the right to sue for past infringement;

14.2k Similar Paragraphs View



(d) all copyrightable works (whether registered or unregistered), all copyrights, and all applications, registrations, and renewals utilized by, encompassed by, relying upon, used in, or otherwise related to or associated with (directly or indirectly) **Country Stampede** for any jurisdiction throughout the world, specifically including, without limitation, all source code, object code, data, databases, flowcharts, block diagrams, user manuals, developer notes, and any other information or documents related to any software associated with **Country Stampede**, including the right to sue for past infringement;

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PARAGRAPH

Paragraph 10

Analyzed Paragraph

(c) all trademarks and service marks (whether registered or unregistered), trade dress, logos, slogans, trade names, together with all translations, adaptations, derivations, and combinations thereof and including all goodwill associated therewith, and all applications, registrations, and renewals in connection therewith used for or in conjunction with Country Stampede, including, without limitation, the trademark "Country Stampede," and including the right to sue for past infringement;

Market Criteria

14,188 Paragraphs

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Industry

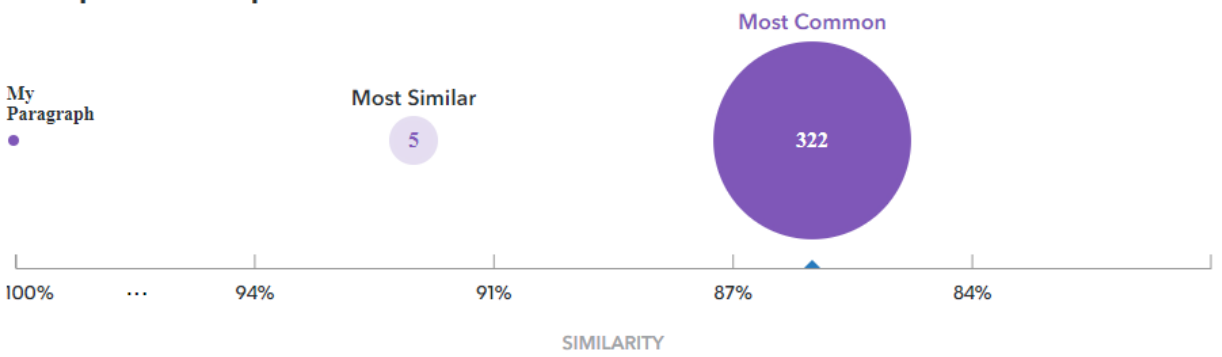
- Pharmaceutical Preparations [2834] (1000+)
- Services-Prepackaged Software [7372] (537)
- Blank Checks [6770] (469)
- Surgical & Medical Instruments & Apparatus [3841] (455)
- Biological Products, (No Disgnostic Substances) [2836] (328)

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Comparison Map



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Composite Paragraph

View Options the collective reference to all View Options rights, priorities and privileges relating to intellectual

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Search Market Standard Clauses

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SEC Filings for Corporate Finance Transactions

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1. Market Standard Clauses for Asset Purchase Closing Conditions

Sample Clause, M&A

Market Standard Clauses for Asset Purchase Closing Conditions Market Standard Clauses for Asset Purchase Closing Conditions **Editor's Note:** The table below contains links to Asset Purchase Agreement Market Standard Clauses, powered by Bloomberg Law's Draft Analyzer tool. It then clusters the individual clauses of that type based on textual and semantic similarity.

Show more extracts

2. Market Standard Clauses for Merger Miscellaneous Provisions

Sample Clause, M&A

Market Standard Clauses for Merger Miscellaneous Provisions Market Standard Clauses for Merger Miscellaneous Provisions **Editor's Note:** The table below contains links to Merger Agreement Market Standard Clauses, powered by Bloomberg Law's Draft Analyzer tool. Draft Analyzer's proprietary algorithm determines the market standard by first extracting individual clauses of a given type from agreements filed as exhibits in the SEC's EDGAR database.

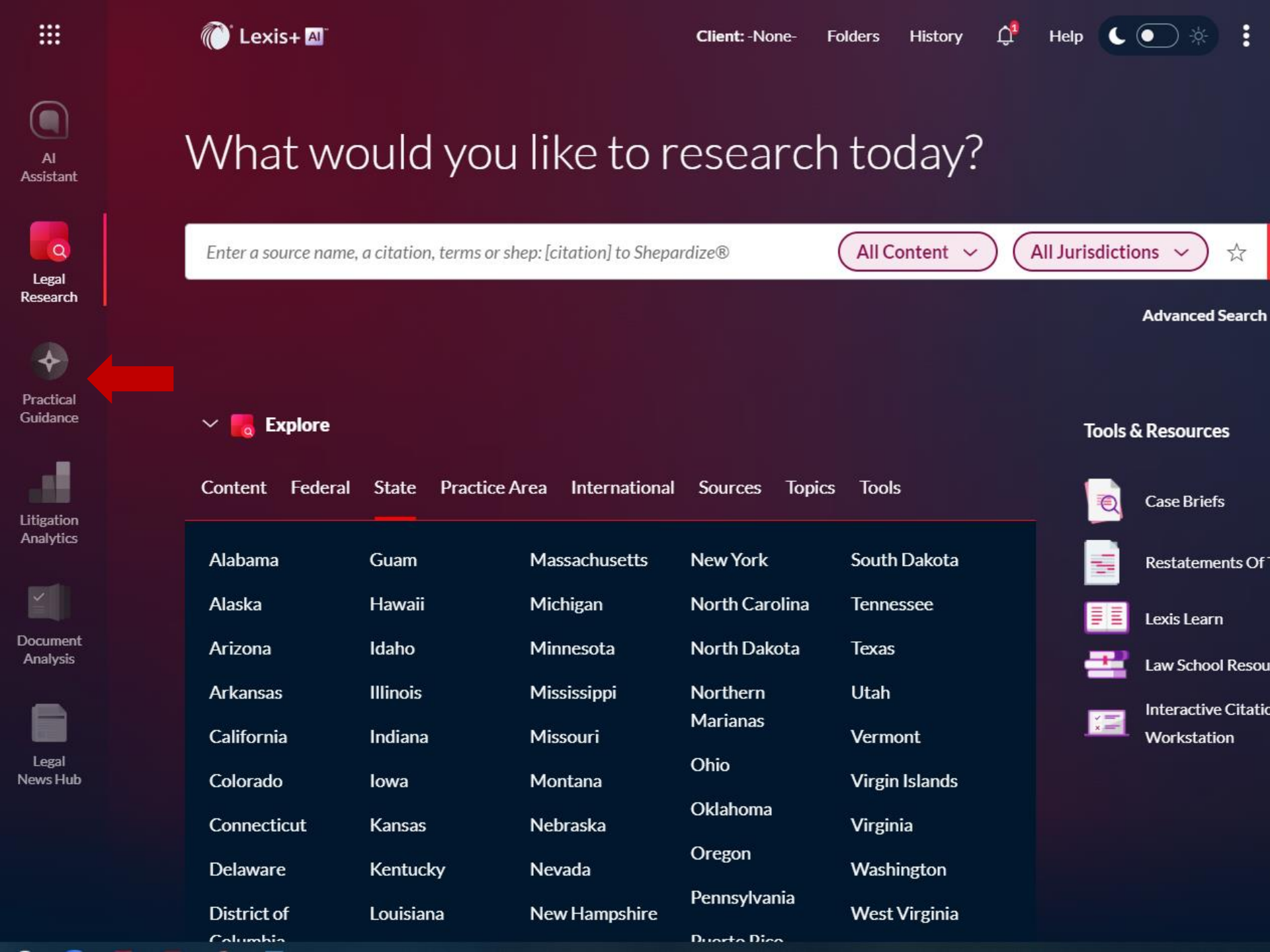
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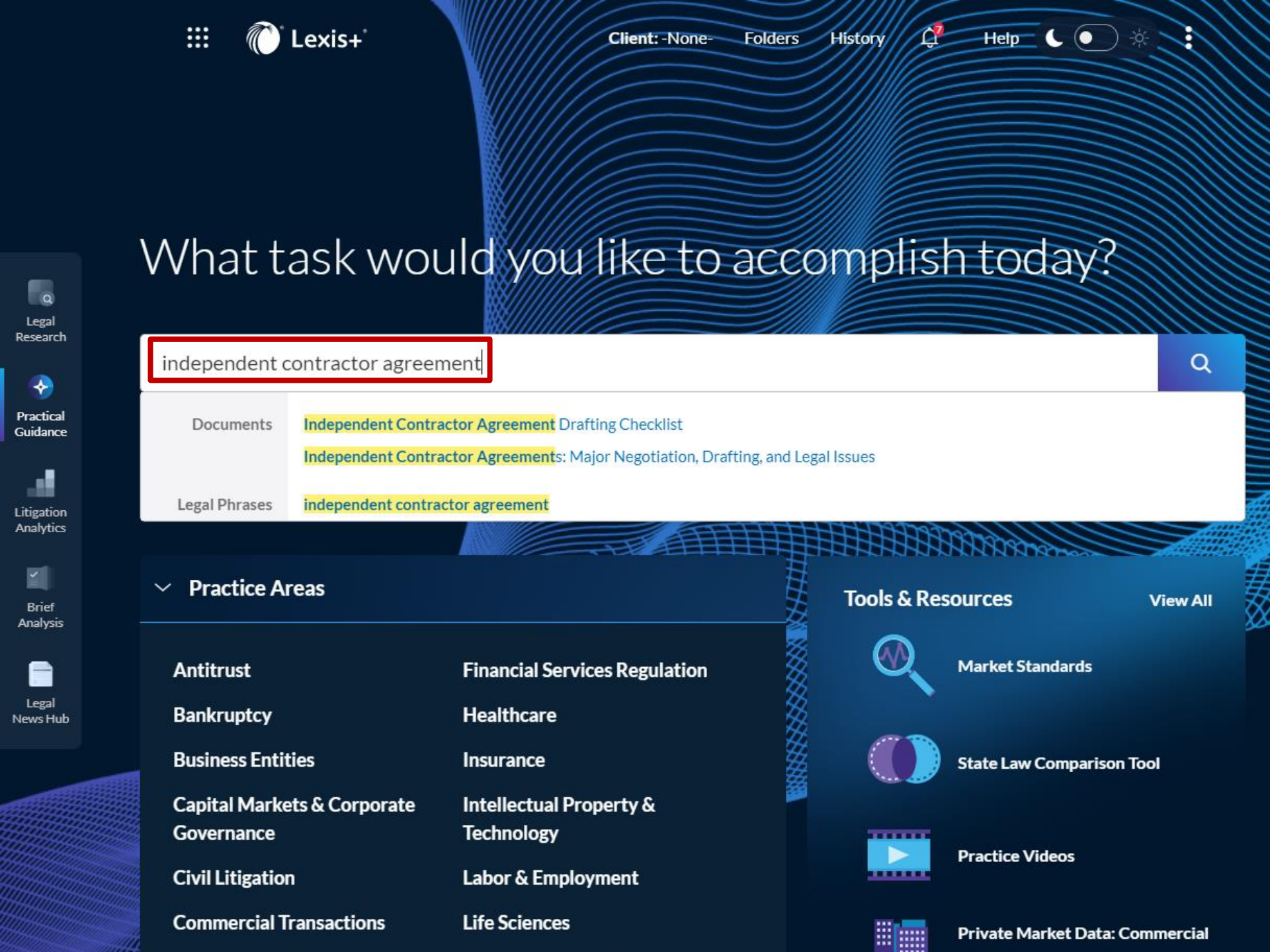
3. Market Standard Clauses for Merger Closing Conditions

Sample Clause, M&A

Market Standard Clauses for Merger Closing Conditions Market Standard Clauses for Merger Closing Conditions **Editor's Note:** The table below contains links to Merger Agreement Market Standard Clauses, powered by Bloomberg Law's Draft Analyzer tool. Draft Analyzer's proprietary algorithm determines the market standard by first extracting individual clauses

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Services Agreement (Pro-service Provider) (CA) . For more resources on **independent contractors**, see...

4

Independent Contractor Agreement Drafting Checklist

Checklist | Non-jurisdictional

... 2020 PG LEXIS 12056 **Independent Contractor Agreement** Drafting Checklist This is a checklist for drafting an **independent contractor agreement**. For further guidance on **independent contractor agreements**...
... further guidance on **independent contractor agreements**, see **Independent Contractor Agreements**: Major Negotiation, Drafting, and Legal Issues . For information on **independent contractor** and employee...
... **Independent Contractor Agreement** Deconstruction Video .(This is not a Littler video.) For information on state laws concerning **independent contractors**, see **Independent Contractors** State Practice Notes Chart...
... . For an annotated **independent contractor agreement**, see **Independent Contractor Agreement** (Pro-service Recipient) . For state-specific annotated **independent contractor agreements**, see the **Independent**...
... **Contractors** and Interns column of Wage and Hour State Expert Forms Chart . **Independent Contractor Agreement** Guidance Take the following steps to draft an effective **independent contractor agreements**. • Draft a...

5

Independent Contractor Agreement (Pro-service Recipient) (CA)

Lexis Practice Advisor Forms | California

... 2016 PG LEXIS 9426 **Independent Contractor Agreement** (Pro-service Recipient) (CA) This template is an **independent contractor agreement** between an **independent contractor** and the party for whom the...
... **Independent Contractors** (CA). For state-specific **independent contractor agreement** templates, see the **Independent Contractors** and Interns column of Wage and Hour State Expert Forms Chart. For additional guidance...
... on drafting an **independent contractor agreement**, see **Independent Contractor Agreements**: Major Negotiation, Drafting, and Legal Issues, Supply of Services, and General Terms and Conditions for Services...
... analyze the issue of **independent contractor** status under the various federal and California state law tests to

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Independent Contractor Agreement (Pro-service Recipient) (CA)

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Summary

+ Expand all Drafting Notes
+ Expand all Clauses

This agreement for performance of services ("Agreement") is made on [date] (the "Effective Date"), between [person or firm engaging independent contractor's services] ("Client"), with a principal place of business at [address], and [Independent contractor] ("Contractor"), an independent contractor, with a principal place of business at [address].

contractor status. For further guidance, see Independent Contractor Tests and Risks of Worker Misclassification and Independent Contractors State Practice Notes Chart.

Contractor shall devote such working time and attention to the performance of the Services as required to satisfy all duties and responsibilities of Contractor in finishing the assignment. Contractor agrees to devote a minimum of [number] hours per [day/week/month] to performing the Services.

– Drafting Note

Drafting Note to Section 1.2. Second Paragraph

Although Contractor is solely in charge of methods and performance of services, the Client can still demand due attention, successful completion, compliance with applicable laws, and compliance with Client's policies while on site or interacting with others on behalf of Client. Clients should be careful to limit site access and interaction with Client constituents to an "as necessary" basis. The IRS and DOL look at location of work as a factor in determining whether there is an employee/employer relationship or independent contractor relationship. A Contractor should work onsite only if necessary. Although the Client should not require the Contractor to work on a particular schedule where it can be avoided, the Agreement should require the Contractor to dedicate a minimum amount of time to performing the covered services. For further guidance, see Independent Contractor Tests and Risks of Worker Misclassification and Independent Contractors State Practice Notes Chart.

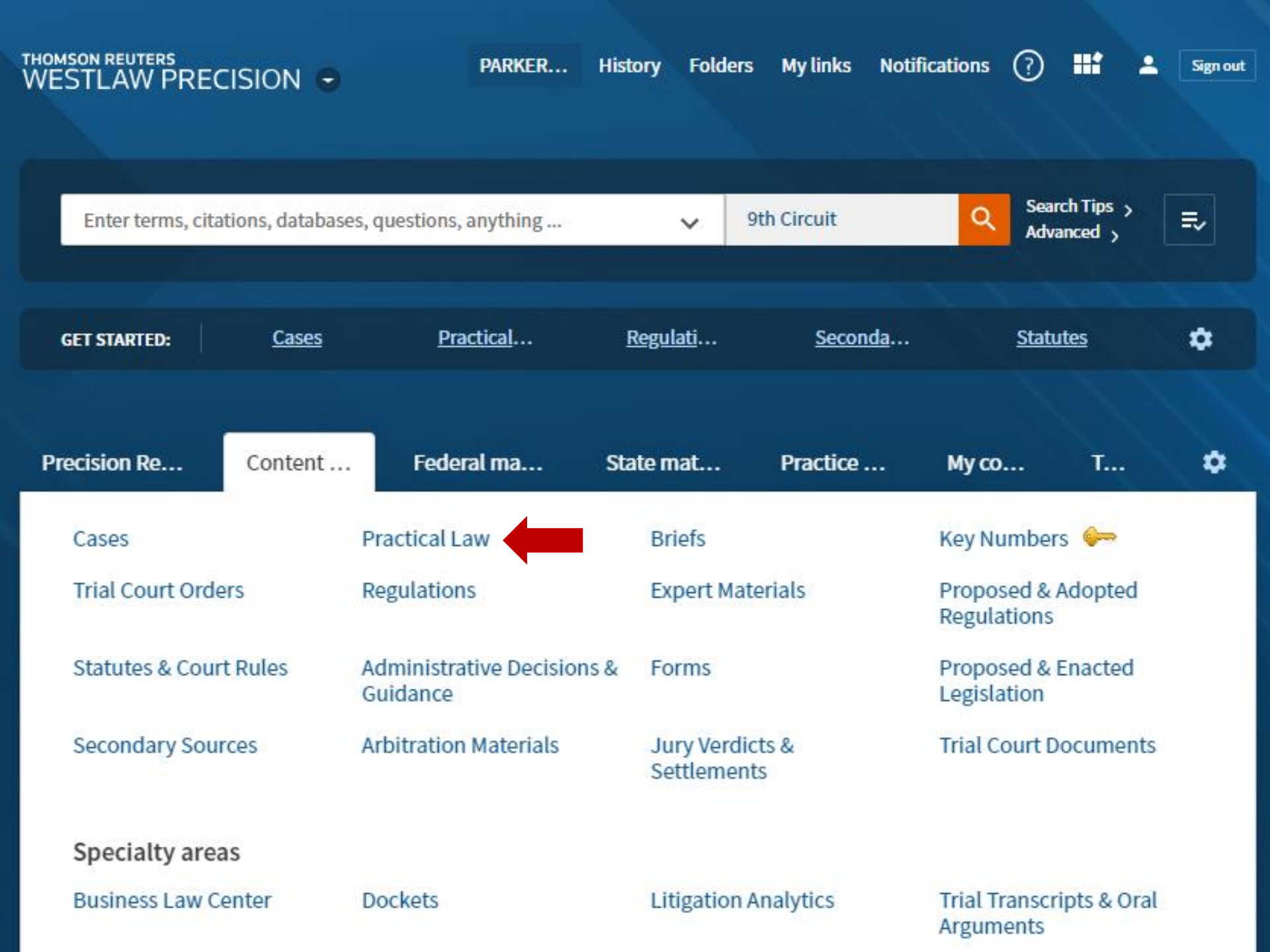
Clients should make sure that demanding compliance with company policies and regulations does not create an employment relationship in their state. Most states accept that in these limited situations, there is an interest in supporting work policies designed to protect ethics, office conduct, health and safety and other work-related concerns. Clients need to understand to what extent their state laws allow them to enforce policies on a Contractor.

Contractor shall perform [his/her/its] obligations hereunder in compliance with the terms of this Agreement and any and all applicable laws and regulations. If necessity requires Contractor to perform any Services on Client's property or requires Contractor to interact with any of Client's employees, customers, vendors, affiliates or members of the general public, Contractor shall comply with all of Client's policies and regulations.

ARTICLE II. Term of Contract

2.1. This Agreement will become effective on the Effective Date and will continue in effect until the Services provided for in this Agreement have been performed to Client's reasonable satisfaction.

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Expert guidance on environmental, social, and governance (ESG)

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1. **Independent Contractor/Consultant Agreement (Pro-Client)**
Standard documents • Maintained • National/Federal

An Independent contractor agreement between an Individual Independent contractor (a self-employed Individual) and a client company for consulting or other services. This Standard Document is drafted in favor of the client company and is based on federal law. State and local law may impose different or additional requirements on Independent...

...For a more detailed discussion of intellectual property clauses in independent contractor agreements, see Standard Clauses, IP Rights Clauses for Independent Contractor/Consultant Agreements and Practice Note, Intellectual Property: Employees and Independent Contractors: IP Rights Provisions for Employee and Independent Contractor Agreements....

...State and local law may impose different or additional requirements, including language that must be included in independent contractor agreements. Companies engaging independent contractors should consider applicable state and local law with this Standard Document. For more information on state law requirements for independent contractors, see Independent Contractors: State Q&A Tool and Independent Contractor...

2. **Independent Contractor/Consultant Agreement (Pro-Client) (CA)** Automated document
Standard documents • Maintained • California

A California-compliant Independent contractor agreement between an Individual Independent contractor (a self-employed Individual) and a client company for consulting or other services. This Standard Document is drafted in favor of the client company. This Standard Document has integrated notes with important

Independent Contractor/Consultant Agreement (Pro-Client) (CA)

by Practical Law Labor & Employment

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Explore related content

A California-compliant independent contractor agreement between an individual independent contractor (a self-employed individual) and a client company for consulting or other services. This Standard Document is drafted in favor of the client company. This Standard Document has integrated notes with important explanations and drafting tips.

Practical Law Automated Document Powered by Contract Express

Create a first draft of this document by answering a series of questions written by Practical Law editors. Included in your Practical Law subscription.

Start drafting

Note: *Read This Before Using Document*

[INDEPENDENT CONTRACTOR NAME]
[ADDRESS LINE 1]
[ADDRESS LINE 2]
[DATE]

Dear [INDEPENDENT CONTRACTOR NAME],

This letter agreement (this "**Agreement**") sets forth the terms and conditions whereby you agree to provide certain services (as described in Schedule 1) to [CLIENT COMPANY NAME], with offices located at [ADDRESS], a [STATE OF ORGANIZATION] [ENTITY TYPE] (the "**Company**").

1. Services.

1.1 The Company engages you, and you accept such engagement, as an independent contractor to provide certain services to the Company on the terms and conditions set forth in this Agreement.

1.2 You shall provide to the Company the services listed on Schedule 1 (the "**Services**").

Independent Contractor/Consultant Agreement (Pro-Client) (CA)
California

Read This Before Using Document

This independent contractor or consultant agreement is a short-form letter agreement between an individual independent contractor and a client (assumed to be a corporate entity in this document) for consulting or other services. It is drafted in an informal letter format and may be appropriate for a short-term engagement or specific project. This Standard Document assumes that the independent contractor is genuinely self-employed and is not an employee of the client company (see Drafting Note, Independent Contractor Status).

On September 4, 2020, Governor Newsom signed A.B. 2257 into law effective immediately. A.B. 2257 repeals A.B. 5's Section 2750.3 of the California Labor Code and both adds several new ABC test exceptions and revises certain preexisting exceptions, including those for business-to-business contracts, referral agencies, and freelance writers and editors (Cal. Lab. Code §§ 2775 to 2787). Effective January 1, 2022, A.B. 1506 and A.B. 1561, which were signed into law on September 27, 2021 and September 30, 2021 respectively, modify and add certain ABC test exceptions. For more information, see:

- Practice Note, Legal Tests for Independent Contractor Classification Under California Law.
- Drafting Note, Use Employment Counsel to Customize Independent Contractor Agreement.
- Drafting Note, California Tests for Independent Contractor Classification.

For information on reporting and other payment obligations, see Practice Note, Managing Independent Contractors Under California Law.

This Standard Document also assumes that the independent contractor is not a labor contractor providing workers to the client employer to perform labor that is within the usual course of the client employer's business, which would subject the labor contractor and client employer to the requirements of Section 2810.3 of the California Labor Code (for more information, see Legal Update, California Law to Make Companies Liable for Employment Violations of Independent Labor Contractors).

This Standard Document is intended for the engagement of an individual independent contractor. The individual may have organized their business as a sole proprietorship or limited liability company (LLC), for example, and may have hired or engaged employees or contractors to assist in providing services, but they are treated as an individual for purposes of this agreement. For a professional services agreement between two business entities, see Standard Document, Professional Services Agreement. For a short-form services agreement between entities, see Standard Document, Services Agreement (Pro-Customer).

For jurisdiction-neutral information on the classification of independent contractors, see

- Practice Note, Independent Contractor Classification.
- Evaluating and Engaging Independent Contractors Checklist.
- Standard Document, Questionnaire to Determine Independent Contractor Status Under the FLSA.

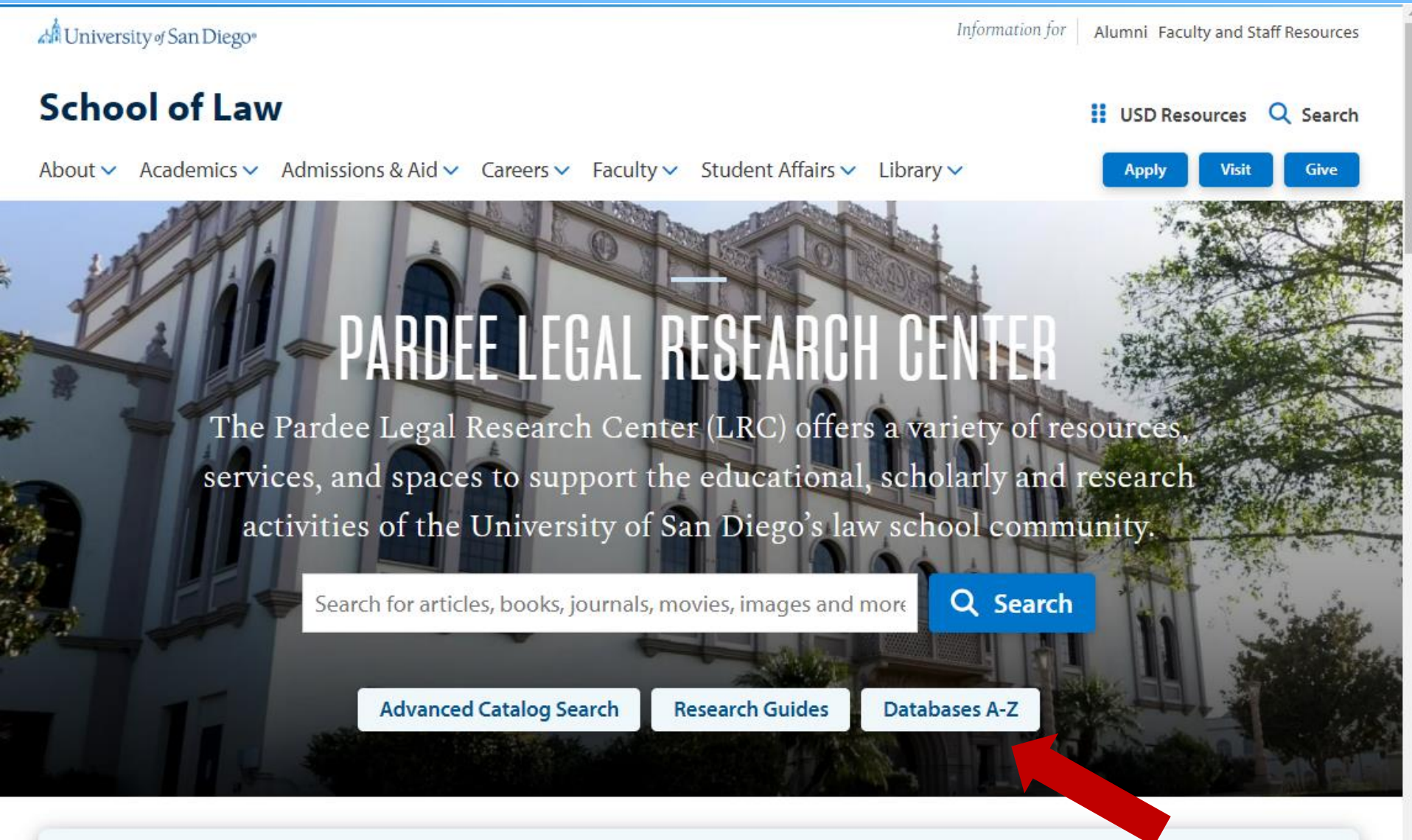
For information on the impact of COVID-19 on independent contractors, see Standard Document, Independent Contractor/Consultant Agreement (Pro-Client): Drafting Note: Impact of COVID-19 on Independent Contractor Arrangements.

Use Employment Counsel to Customize Independent Contractor Agreement

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https://www.sandiego.edu/law/library



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C

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CALI Lessons are computer-based, interactive tutorials that cover narrow topics of law. New USD law users must create their own accounts; contact the LRC Reference Desk for the registration code.

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Casetext

A free legal research platform to search statutes, cases, and regulations at the federal and state levels of government. It has annotations from attorney editors. If creating a free account with your USD email address does not work, then contact the LRC reference desk for assistance.

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CEB OnLaw provides access to CEB's California practice guides, primary law, case law citator, and continuing legal education materials.

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Checkpoint Edge provides access to tax and accounting topics such as: Federal Tax; State & Local Tax;

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Law students have access to Copley Library's databases.

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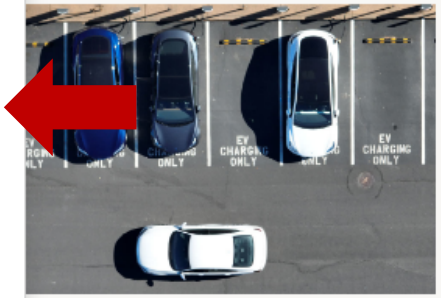
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vironmental, Land Use & Natural Resources



ClimateBrief: Electric Vehicle Chargers: California Energy Commission Leads on Workforce Development, But Encounters Union Concerns

Rich Blaustein *August 13, 2024*

AB 1279, signed by Gov. Gavin Newsom in 2022, codified California's goal of reaching net-zero greenhouse gas emissions by 2045. That goal brings with it pressing challenges in expertise and workforce development, especially for the state's ambitious vision for shifting to zero-emission vehicles (ZEV) goals for passenger cars, medium- and heavy-duty vehicles and fleets, and off-road vehicles. So far, California's ZEV charging experience so far has involved a significant amount of trial and error. ZEV users frequently encounter difficult access and undependable charging stations along California transportation byways. And maintenance challenges for ZEV charging operations indicate a need for more skilled technicians.

Environmental, Land Use & Natural Resources | State & Local Government



ClimateBrief: As CARB Readies New Cap-and-Trade Rule, Climate Experts Weigh in on Optimal Changes for California's

Secondary Sources independent contractor agreement Search

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PRACTICE GUIDES — *show results from* **Internet Law and Practice in California**

§17.38 I. Form: Social Media Influencer Independent Contractor Agreement

Comment: If the Social Media Influencer Independent Contractor Agreement is directly with an individual talent, as opposed to a media agency, then this release is not necessary.

This Statement of Work ("SOW") is entered into as of the date of the last signature below (the "SOW Effective Date") by and between _ _[name of company]_ _ ("Company") and _ _[name of consultant]_ _ ("Consultant"), and is subject to the terms of the Social Media Influencer Independent Contractor Agreement entered into by the parties on _ _[date]_ _, 2020 ("Agreement").

PRACTICE GUIDES — *show results from* **Working With Independent Contractors, Leased Workers, and Outsourcing**

STEP 30. Draft Agreement Between Principal and Independent Contractor

AGREEMENT BETWEEN PRINCIPAL AND INDEPENDENT CONTRACTOR

Draft an agreement that increases the defensibility of an independent contractor relationship:

PRACTICE GUIDES — *show results from* **Drafting Employment Documents for California Employers**

§4.33 1. Form: Preamble, General Conditions

INDEPENDENT CONTRACTOR CONSULTING AGREEMENT

This Independent Contractor Agreement (hereinafter "Agreement") is made as of _ _[date]_ _, between _ _[contractor's name]_ _, an independent contractor ("Contractor"), and _ _[principal's name]_ _ ("Company").

PRACTICE GUIDES — *show results from* **Drafting Employment Documents for California Employers**

§4.23 f. Form: Trade Secrets and Confidential Information: Confidentiality Obligation

To protect trade secrets and confidential information, it is essential to include a comprehensive confidentiality provision, such as the one above, in the independent contractor agreement.

d. After termination of this Agreement, Sales Agent shall not directly or indirectly, or by action in concert with others, use unlawful or unethical means to induce or influence, or seek to induce or influence, any person who is engaged by

Secondary Sources

Employment Law

- Advising California Employers and Employees
- California Wage and Hour: Law and Litigation
- Drafting Employment Documents for California Employers
  - Contents
  - Preface
  - About the Authors
  - About the Update Authors
  - Selected Developments
  - Cutoffs and Citation
  - 1 Hiring Forms and Checklists
  - 2 Immigration Issues in Hiring
  - 3 Employment Contracts
  - **4 Independent Contractors**
    - §4.1 I. INTRODUCTION TO INDEPENDENT CONTRACTORS
    - II. TESTS FOR INDEPENDENT CONTRACTOR STATUS
    - III. DETERMINING WORKER'S STATUS
    - IV. ENGAGING INDEPENDENT CONTRACTOR
      - A. Sample Commissioned Sales Agent Agreement
      - B. Sample Independent Contractor Consulting Agreement
        - §4.33 1. Form: Preamble, General Conditions
        - §4.34 2. Form: Contractor's Scope of Work

4 Independent Contractors

§4.1 I. INTRODUCTION TO INDEPENDENT CONTRACTORS

In California, a person who performs services for compensation for another (the principal) can be either an employee or an independent contractor. The principal-independent contractor relationship differs in both nature and consequences from an employer-employee relationship. An employer has certain control rights and a multitude of obligations regarding an employee that are not part of a principal-independent contractor relationship. Further, although employees are entitled to a variety of benefits and protections afforded by various laws, such as unemployment benefits, workers' compensation, and unpaid leave, independent contractors are not entitled to any such benefits based on the performance of services for the principal.

Whether a person is an employee or independent contractor is determined under three primary tests: the common law control test (see §§4.2–4.3), the ABC test (see §4.3A), and the economic realities test (see §§4.4–4.5). The common law control test (also referred to as the usual common law rules) is used for federal tax purposes as well as for statutes that do not expressly apply a different standard. The ABC test is used for wage and hour, workers' compensation, and state unemployment tax purposes in California. The economic realities test is used for most federal employment laws that are intended to protect workers' rights, such as the Fair Labor Standards Act of 1938 (FLSA) (29 USC §§201–219) and the Family and Medical Leave Act of 1993 (FMLA) (29 USC §§2601–2654), or laws intended to prevent discrimination, such as Title VII of the Civil Rights Act of 1964 (42 USC §§2000e—2000e–17). As a practical matter, however, all tests look at the same general facts and circumstances to determine the scope of the relationship and the nature of the worker's services. Se

California Wage and Hour Law and Litigation
Drafting Employment Documents for California Employers
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§4.35 3. Form: Compensation
§4.36 4. Form: Termination, Dispute Resolution
§4.37 5. Form: Miscellaneous Provisions, Signatures
C. Sample Confidentiality and Intellectual

§4.33 1. Form: Preamble, General Conditions

Click to Download Form

For your convenience, the form text in §4.33 through §4.37 is contained in a single file. Downloading any one of the included sections will download all these sections.

INDEPENDENT CONTRACTOR CONSULTING AGREEMENT

This Independent Contractor Agreement (hereinafter "Agreement") is made as of _ _[*date*]_ _, between _ _[*contractor's name*]_ _, an independent contractor ("Contractor"), and _ _[*principal's name*]_ _ ("Company").

Company and Contractor mutually agree to the following terms and conditions:

I. GENERAL CONDITIONS

A. *Term of Agreement.* Unless sooner terminated in accordance with this Agreement, the term of this Agreement shall be from _ _[*date*]_ _, to _ _[*date*]_ _. This term may be renewed for not more than 2 additional periods of _ _[*state length of renewal periods, e.g., 3 months*]_ _ by agreement of the parties in accordance with Section VI.B. below. This Agreement is terminable on 30 days' written notice by either Contractor or Company.

B. *Governing Law.* This Agreement shall be construed under the laws of the State of California.

Exercise:

1. Find a merger agreement in Bloomberg's Transactional Precedents collection involving insurance companies, OR

2. Find a sample asset purchase agreement (either pro-seller or pro-buyer) for an entire business (use Bloomberg, Lexis, or Westlaw)

Books and Treatises on Contract Drafting

Books

KENNETH A. ADAMS, A MANUAL OF STYLE FOR CONTRACT DRAFTING (4th ed. 2017); LRC Reading Room KF807 .A33 2017

LENNÉ EIDSON ESPENSCHIED, CONTRACT DRAFTING: POWERFUL PROSE IN TRANSACTIONAL PRACTICE (3d ed. 2019); LRC Reading Room KF807 .E84 2019

GEORGE W. KUNEY & DONNA C. LOOPER, LEGAL DRAFTING IN A NUTSHELL (5th ed. 2021); LRC Reference Reserve Materials KF250 .H343 2021; also available electronically via West Study Aids

TINA L. STARK, DRAFTING CONTRACTS: HOW AND WHY LAWYERS DO WHAT THEY DO (2d ed. 2014); LRC Reading Room KF807 .S73 2014

Treatises and practice guides

David C. Burgess et al., Drafting Business Contracts: Principles, Techniques, & Forms (2021); LRC Reading Room KF801 .D72; also available electronically via CEB OnLaw Pro

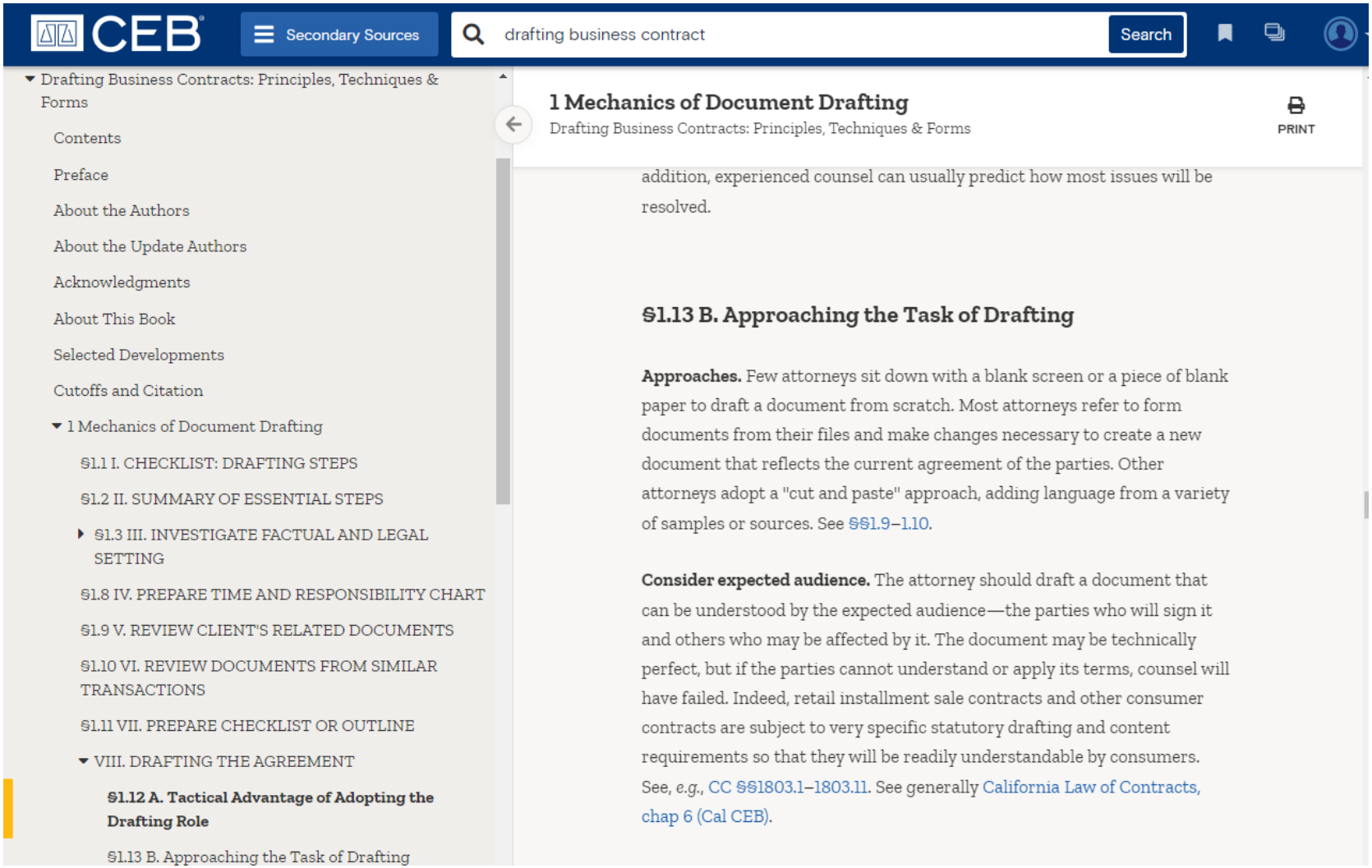
Robert A. Feldman & Raymond T. Nimmer, Drafting Effective Contracts: A Practitioner's Guide (2022, Westlaw)

Vladimir R. Rossman & Morton Moskin eds., Commercial Contracts: Strategies for Drafting & Negotiating (2022, Westlaw)

Peter Siviglia, Commercial Agreements: A Lawyer's Guide to Drafting and Negotiating (2021, Westlaw)

Tina L. Stark ed., Negotiating and Drafting Contract Boilerplate (2020, Lexis)

Example of a practice guide



Generative (Gen) AI

How do Gen AI tools work?

- Gen AI tools that produce text use large language models (LLMs) to simulate conversations.
- LLMs are trained on the internet but are not a search engine by themselves.
- LLMs predict what each word of a response should be based on training. This makes them particularly well-suited for tasks like legal drafting.

How do Gen AI tools search?

- A gen AI tool can use a process called retrieval augmented generation (RAG) to couple an LLM with a search engine.
  - RAG works by turning a user's prompt into a search query. The LLM is then supposed to use the results of the query when producing its response.
  - The goal of RAG is to allow the gen AI tool to access sources of information beyond its training data, which may be proprietary or more current.

Gen AI Drafting Tasks

- Catching typos and grammar errors
- Modifying tone (e.g., making language more forceful)
- Rewriting clauses from a different perspective
- Summarizing specific, discrete pieces of text
- Answering the “blank page” problem

Prompt Engineering: RICE

- R: Role (assigning a role to the AI)
  - Some legal AI tools, including Lexis and Westlaw tools, do not require the prompt to include a role because the legal role is built into the tool.
- I: Instructions (specific tasks for the AI)
- C: Context (providing necessary background info)
- E: Expectations (clarifying desired outcomes)
  - Constraints/formatting the response should follow
  - Examples of how to complete the instructions

Sarah Gotschall, *A Legal Research Prompting Guide and Generative AI System Comparison Exercise*, AI LAW LIBRARIANS (July 17, 2024), https://www.ailawlibrarians.com/2024/07/17/a-legal-research-prompting-guide-and-generative-ai-system-comparison-exercise/.

Evaluating AI-Generated Content

Usage: “Did I use the right tool?”	Input: “Did I use an effective prompt?”	Output: “Did the tool give an acceptable response?”
· Designed purpose of tool · Scope of training and/or RAG · Tool transparency	· Prompt engineering principles (RICE) · Influence of follow-up interactions · Missing perspectives from prompts	· Source & accuracy verification · Bias & perspective in response · Interaction dynamic between AI & user · Critical evaluation considering ultimate research objective

Adapted from Mary Ann Naumann, Re-Engineering Research: Integrating Generative AI & Prompt Engineering into Information Literacy Programs (June 30, 2024).

Gen AI Drafting Tools: Westlaw and Lexis

Lexis+AI is available on your accounts now, with a drafting feature. This tool uses several LLMs along with selected copyrighted materials available on Lexis. (Always ask your professor or supervisor before using generative AI tools!)

Westlaw Practical Law AI (using just PL content) is also available. Westlaw AI Assisted Research is scheduled to become available on our academic accounts on January 1, 2025.

Other Gen AI Drafting Tools

- Work within Microsoft Word during drafting
- Leverage firm document management systems (DMS), licensed content, and AI to create more tailored drafting results
- **CoCounsel Drafting** (Westlaw)
  - Launched at firms in July 2024
- **Henchman** (Acquired by Lexis in August 2024)
  - Demo video (watched for class today)

Generative AI and Drafting

- At this time generating an entire document from a prompt is still not an effective use of generative AI
  - Output can look convincing, but must be checked
  - Outputs limited in length
  - More effective to start with a template document or clause and then use a GenAI drafting tool to rewrite or reword clauses as needed
  - Expect GenAI drafting tools to improve rapidly

- Jack Shepard, What are the Specific Use Cases for Generative AI in Contract Drafting (2023)

Drafting demonstration using Gen AI

LRC Gen AI Guide

University of San Diego

LRC Guide to Generative AI Tools for USD Law Students

Final takeaways

Don’t start from scratch—there are many resources that can provide excellent starting points for drafting.

Google is *not* the best tool to find sample contracts.

> **Recommended sources**: Bloomberg Drafting Tools, Bloomberg Precedent Document Collection, TR Practical Law (Westlaw), Lexis Practical Guidance, CEB OnLaw Pro, print resources available at the law library

Generative AI tools are improving rapidly. Know when to use them efficiently, and when other tools are more effective.

Generative AI cannot replace the judgment of an attorney.

Contact a reference librarian for help!

Contact us

Reference Desk hours

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