

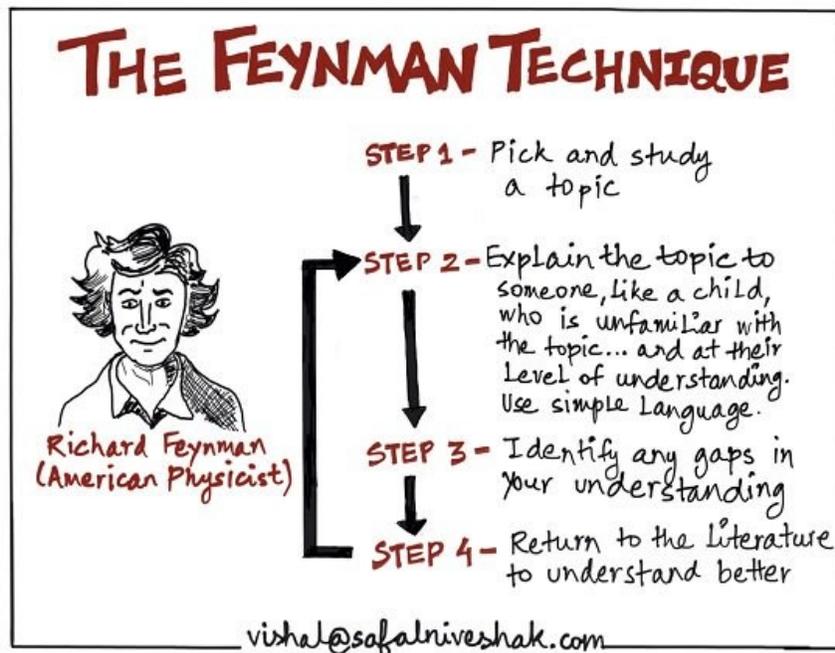
Texas Southern University
Thurgood Marshall School of Law

Contracts Syllabus
Fall 2021

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What I hear, I forget.
What I see, I remember.
What I do, I understand.

Xunzi (340 - 245 BC)



Course Description

The course is designed to introduce students to the law governing contractual obligations. It deals with the formation, terms, performance, and breach of contracts. It also deals with the defenses to contractual obligations and the remedies available for the breach of contracts. It further covers the promise-based and reliance-based alternatives to contractual liability.

Course Objectives

The course objectives are as follows:

- To introduce students to the law governing contractual obligations.

- To assist students in learning how to read and analyze judicial decisions. In this regard, emphasis will be placed on how to analyze facts, identify legal issues, and synthesize legal materials.

- To strengthen students' critical analysis and problem-solving skills.

- To provide students with skills necessary to research and solve contractual problems.

Learning Outcomes

At the conclusion of the course, students should be able to do the following:

- Evaluate the facts presented by a client to determine the key legal issues to be researched.

- Understand the interaction between the common law and statutory law in regulating contracts.

- Understand the elements of a valid contract.

- Explain how to determine the terms of a contract and the scope of the obligations of the parties to a contract.

- Explain the elements that might limit or vitiate contractual obligations.

- Understand how to determine whether a party has breached its contractual obligations.

- Advise a client about the remedies and defenses available in breach of contract cases.

Course methodology

The course will be taught using a modified Socratic method. The question and answer model will be supplemented with lectures and classroom activities.

The course will be primarily taught through case analysis. Cases will be assigned for each class. Students are required to read the assigned materials and to be prepared to answer questions arising from them.

I will give lectures to highlight important principles of law, to provide a structure for class discussions, to summarize principles already taught, and to provide a map of crucial aspects of the course.

Students will be required to participate actively in class discussions. Class participation will account for 10% of the final grade. Please note that to be eligible to receive points for class participation, you must certify that you have completed a minimum of 120 multiple choice questions before the end of classes.

My primary responsibility is to assist students in learning the course materials. I will assist students in finding the answers to their questions. It is important to bear in mind that a good lawyer is not necessarily one who has an encyclopedic knowledge of the law, but one who understands the fundamentals and methodology of the law, and who has the skills for researching legal problems and finding creative solutions to them.

Requirements

The following are expected of students in this course:

- Class Preparation: Students must read assigned materials and attempt assigned problems.

- Tutorial Participation: Students are required to attend all course tutorials and to complete all tutorial assignments.

- Active Participation: The teaching methodology for this course is based on the assumption that students learn best when they read critically and participate actively in classroom activities. Readings are assigned for each class. From time to time particular students may be selected to provide an overview of cases or to provide answers to assigned problems. Class participation will be graded based on class attendance, preparation for class, contributions to class discussions, and participation in class activities.

- Professionalism: Students are required to conduct themselves professionally, both in relation to the professor and in relation to each other.

Class Attendance

Class attendance is mandatory. No student will be allowed into the class after the scheduled time for the commencement of the class. Any student who fails to be present at the commencement of class will be counted as absent for that class period. Additionally, any student found to be disruptive in class will be excused from class and counted as absent for that class period.

Please note that the grade reduction rule for excessive absences from classes will be enforced. Furthermore, class attendance will be considered in assessing the points for class participation.

Please read carefully the TMSL Students Rules and Regulations Handbook. Section 9 of the handbook provides, *inter alia*:

“Class attendance is required of all students. Excessive absence from classes may result in the following: (a) administrative withdrawal from the course; or (b) grade reduction of up to two letter grades in courses required to be taken in sequence (where a student may not be withdrawn from a class).”

Accommodations

If you require special accommodations, please fill out the necessary forms with the Dean's office. Your application and documentation will remain confidential. Your prompt attention will allow the law school to accommodate you, as soon as it has been made aware of your situation.

Please see: <http://www.tsulaw.edu/academics/18SuAccommodationsInformationWeb.pdf>

Title IX Information

Texas Southern University is committed to fostering a safe learning environment. As professor, one of my responsibilities is to help create a safe learning environment in class. Texas Southern University and Federal Regulations (Title IX) policy prohibit discrimination based on sex and this includes sexual harassment, sexual violence and misconduct, dating violence, domestic violence, and stalking. Texas Southern University understands that these incidents can undermine a student's academic success, so Texas Southern University encourages students who have experienced sexual conduct prohibited by university policy to report these incidents when they happen to the University's Title IX Coordinator or University Confidential Resource so that the student can get the help they may need.

It is my goal that you feel able to share information related to your life experiences in classroom discussions, in your written work, and in one-to-one meetings. I will seek to keep information you share private to the greatest extent possible. However, I also have a mandatory responsibility to notify the University's Title IX Coordinator when I become aware of incidents of prohibited conduct that violate the university's Title IX policy.

Students may speak confidentially to the University Counseling Center. Please feel free to visit their website www.tsu.edu/ucc for more information about their services. Also, students may speak with the University's Title IX Coordinator by calling 713.313.1371 or emailing titleix@tsu.edu.

Examination

There will be two examinations in this course: a mid-term and a final examination. The two examinations are in addition to the uniform examination for Contracts.

All examinations for this section of Contracts will be closed book.

The examinations for this section of Contracts are designed to test knowledge of the basic principles of contract law and ability to analyze and solve basic legal problems. In essay examinations, students are required to refer to relevant judicial decisions in answering the examination questions. Answers should contain a statement of the issues, the applicable rules, an application of the rules to the issues, and a conclusion. Points will be awarded for organization, clarity of presentation, knowledge of applicable rules, and analytical ability.

Appendix II to this syllabus contains tips on writing essay examinations.

Cumulative Course Grade

The points for the professor's part of your final grade will be computed as follows:

Class Participation:	10%
Mid-term Examination:	30%
Fall Final Examination:	60%

Consultation

I will announce online office hours after the commencement of classes.

Course Materials

→ Blum & Bushaw, *CONTRACTS: CASES, DISCUSSION, AND PROBLEMS* (4th ed. 2017).

TSU Blackboard

You are required to register for this course on the TSU Blackboard website (<http://texasu.blackboard.com>). Please ensure that you change the default email address from your student email address to your personal email address.

Reading Assignments

A tentative list of reading assignments for the fall semester is annexed to this syllabus. Please note that the list is intended as a guide and is subject to modification at the discretion of the professor.

APPENDIX I READING ASSIGNMENTS

DATE	TOPIC	TEXT PAGES
Aug. 16	INTRODUCTION	
Aug. 18	INTRODUCTION TO THE STUDY OF CONTRACT LAW	1-20
Aug. 20	INTRODUCTION TO REMEDIES	21-32
Aug. 23	AN INTRODUCTION TO ARTICLE 2	33-61
Aug. 25	CONTRACTUAL ASSENT AND THE OBJECTIVE TEST I	63-81
Aug. 27	CONTRACTUAL ASSENT AND THE OBJECTIVE TEST II	81-99
Aug. 30	THE OFFER	101-128
Sept. 1	ACCEPTANCE I	131-148
Sept. 3	ACCEPTANCE II	148-164
Sept. 6	LABOR DAY	
Sept. 8	ACCEPTANCE III	164-178
Sept. 10	REVIEW	
Sept. 13	BATTLE OF FORMS	181-200
Sept. 15	LATE NOTICE OF STANDARD TERMS	201-223
Sept. 17	PRELIMINARY, INCOMPLETE & INDEFINITE AGREEMENTS	225-247

Sept. 20	PRELIMINARY, INCOMPLETE & INDEFINITE AGREEMENTS, CONT'D	247-254
Sept. 22	REVIEW	
Sept. 24	CONSIDERATION I	283-303
Sept. 27	CONSIDERATION II	303-321
Sept. 29	CONSIDERATION III	321-338
Oct. 1	OPTIONS AND FIRM OFFERS	389-400
Oct. 4	THE STATUTE OF FRAUDS UNDER THE COMMON LAW	255-276
Oct. 6	THE STATUTE OF FRAUDS UNDER THE UCC	276-281
Oct. 8	REVIEW	
Oct. 11	REVIEW/PRACTICE	
Oct. 13	REVIEW / PRACTICE	
Oct. 15	MID-TERM EXAMINATION	
Oct. 18	PROMISSORY ESTOPPEL I	341-363
Oct. 20	PROMISSORY ESTOPPEL II	364-388
Oct. 22	UNJUST ENRICHMENT AND MATERIAL BENEFIT DOCTRINE	403-425
Oct. 25	REVIEW	403-425
Oct. 27	INTERPRETATION OF CONTRACTS	569-606
Oct. 29	CONSTRUCTION OF CONTRACTUAL OBLIGATIONS	606-630
Nov. 1	THE PAROL EVIDENCE RULE I	631-652

Nov. 3	THE PAROL EVIDENCE RULE II	653-675
Nov. 5	REVIEW	
Nov. 8	WARRANTIES	
Nov. 10	REVIEW	
Nov. 12	REVIEW	
Nov. 15	REVIEW	
Nov. 17	REVIEW	
Nov. 19	FINAL EXAM	
Nov. 22	REVIEW	

APPENDIX II

ESSAY EXAM WRITING

Reading the Question

1. Read the question a *minimum* of two times, preferably three times, before you begin your answer.
2. Read the instructions carefully. Pay attention to the weighting of the questions. Determine how much time you will spend on each question.
3. Pay attention to the call of the question.
 - a. The call determines the scope of your analysis. It may eliminate issues that would ordinarily have been raised by the facts.
 - b. Determine whether the question contains a statement of particular defenses/claims raised by one of the parties. If so, ensure that your answer addresses each of these.
4. Highlight key facts as you read the question. To ensure that you incorporate all the key facts in your analysis, cross out highlighted key facts as you write your answer.

Spotting Issues

1. Make a list of the key issues.
2. “*Question the question.*” Query the importance of key facts, dates, etc.
3. Determine which issues are decisive in resolving the problem.
4. Identify the rules governing each issue.
5. Address only the issues raised by the question. Do not write on an issue merely because you studied it in preparation for the exam.

Organizing / Outlining

1. Never begin an answer without writing an outline. An outline may be a list of the issues you intend to discuss, written in the order in which you propose to discuss them. To ensure that you address all the issues in your outline, cross out each item as it is addressed.
2. Organize your answer in a manner that would properly advance your argument. Appropriate sequencing of discussion is important. Emphasize the decisive issues.
3. It is inadvisable to begin your answer with a conclusion. Don’t box in yourself. Allow your analysis to lead you to a natural conclusion. Consider beginning your answer with a statement of the problem and the decisive issue(s).
4. Use headings/sub-heading, paragraphs, and *complete* sentences.
5. Do not use IRAC headings. You should instead group your discussion of issues into related paragraphs. For example, if the question is whether there was a contract between the parties,

you should discuss the offer in one paragraph, the acceptance in another, and the consideration in yet another.

Analyzing

1. Don't merely recite facts. The examiner already knows the facts. Facts are to be used in analyzing the issues raised by the question.
2. No lengthy preliminary, background discussions. Get to the point!
3. After stating an issue, you should *immediately* state the rules applicable to the particular issue and then use the relevant facts to analyze the stated rules.
4. The exam is not a test of what you memorized. You will receive little credit for merely regurgitating rules. You must use the facts to thoroughly analyze the rules.
5. Incorporate the key facts in your analysis of the rules. If you need to make a factual assumption to fully analyze a problem, explain why the assumption is necessary.
6. Anticipate and respond to defenses and counter-arguments. This goes to the thoroughness of your analysis.
7. Where relevant, draw the examiner's attention to the minority rule, as a point of distinction.
8. Don't make conclusory statements. Each conclusion must be fully supported.
9. State a conclusion on each of the issues raised by the question. End your answer with an answer to the call of the question.

Law Profs on What Makes a Good Law School Exam Answer (WSJ)

1. "A good law exam answer is evaluative. Too often, students walk through each answer as if all arguments are created equal. They don't tell me which arguments are strong and which are weak, which facts matter and which don't. ... Good lawyers don't just know the substantive law; they also have good legal judgment. The mistake students make is not to exercise their own legal judgment in answering a question."
2. "A good law answer ... tells me up front what the question really turns on—a choice between two applicable rules? Deciding what a particular word or phrase mean?"
3. "The point of the law school exam is not necessarily to test for right and wrong answers, but to see whether the student is utilizing critical reasoning skills to understand all the possible issues that the question presents."
4. "The good students... hone in on what is actually hard about the problem, and let their instincts drive the answer, with doctrine as their instrument. The very best law students are able to turn the problem around in their mind, almost like a computer rotating a complex shape, and explain how slightly different angles of view create different doctrinal consequences."
5. "A good law exam answer ... is like a poem. Every word is there for a reason. It makes creative arguments within a conventional form. It avoids needless sentimentality but it reflects an author who thinks and cares. I learn something from reading it."

