

CONTRACT LAW/505-----Part II---Spring 2018-----§3

E.Y. Wu, Professor of Law -- Office: 240 ----- Phone - 713-313-7038 or ewu@tmslaw.tsu.edu

OFFICE HOURS¹: Wednesdays: 5:00-7:00; all other times by appointment.

CLASSES: 4:00-4:50 (Rm. 202)

Admin. Assist. Jo Alridge – ext. 4476

COURSE DESCRIPTION and OBJECTIVES -- Contract Law (**K**) is a year-long course, six hours credit. Basic principles and issues are addressed, which include but are not limited to the historical and theoretical contexts of contract law as well as the constant evolution that impacts the “lawyering” aspect of contract law. Contracts formation, interpretation, defenses, non-enforcement, third party involvement, breach, and remedies are extensively covered. Most of the first semester focuses on formation, interpretation, and implications of contracts; the spring semester covers defenses, non-enforcement, third parties, breach, and remedies. The cumulative approach is used in this class; as you expand your understanding of the subject matter, all aspects are iterated in the reviewing and testing processes to check proficiency. Current events are used as examples to ensure that concepts are mastered.

SPECIFIC OBJECTIVES -- Master formation (formation, formation – formation/foundational pillar, 2. conditions, enforcement, and termination, 3. damages/remedies, and assumption of the risks. Intro to **Ks governed by the UCC** (sale of goods): formation (formation-formation), statute of frauds + general exceptions, firm offer, battle of the forms, promissory estoppels + general exceptions, damages, **K** interpretation: parol evidence and the court’s use of canons of constructions [four corners + general principles/exceptions].

SPECIFIC TOPIC COVERAGE

The following areas are specifically covered [**Contracts I & II**] Sources of Contract Law, which include cases, statutory, the Restatements, Legal Commentary as well as International Commercial Law’s impact. Additionally, Enforcing Promises – Bases of Legal Obligation, Reaching Agreement: The Process of Contract Formation, The Statute of Frauds, The Meaning of Agreement: Principles of Interpretation and the Parol Evidence Rule, Supplementing the Agreement: Implied Terms, the Obligation of Good Faith, and Warranties, Avoiding Enforcement: Incapacity, Bargaining Misconduct, Unconscionability, and Public Policy, Justification for Nonperformance: Mistake, Changed Circumstances, and Contractual Modifications, Rights and Duties of Third Parties, Consequences of Nonperformance: Material Breach, Anticipatory Repudiation, and Express Conditions, Expectation Damages: Principles and Limitations, Alternatives to Expectation Damages: Reliance and Restitutionary Damages, Specific Performance, and Agreed Remedies. Supplemental information, including cases, is either posted on TWEN or made available in class. You are required to read ALL assigned material. READ and BRIEF each case in each chapter.

CLASS CONDUCT

You are expected to conduct yourself in a professional manner – civility toward classmates is mandatory; this is graduate school. No cell phones or beepers are allowed in class. No cell phones are allowed on your desks during examinations. Also, computer use is restricted to note-taking and class related purposes only. Professor Wu reserves the right to limit computer use during class; if this occurs, you are then required to take notes the old fashioned way, with a pen to paper. **REMEMBER** the 8Comp Exam – preparation and tenacity are critical to master the material.

GRADING

FALL 2017

Midterm _____ 10% - fall Quiz #1

Class Fall Final Exam ___ 10% - fall Quiz #2

SPRING 2018

QUIZZES:

#1 _____ 10% (**Midterm**)

#2 _____ 10%

#3 _____ 10%

Final Uniform Exam _50% -- MAY 2018**

PARTICIPATION POINTS: Max 8 (2 points deducted OR added if you are unprepared/prepared – EC*)

You are required to attend class, read all assignments, participate in discussions, and complete assigned case synopses. At the beginning of each class a “recap” (of the last class) is conducted – be prepared to participate. Your grade may be reduced by ½ letter grade if you exceed the allotted absences; see *Student Rules and Regulations* for further details about grade reductions due to absenteeism. Attendance is taken at the beginning of class. **IF you enter class after the roll has been called, you must tell me, at the end of class, before I leave the room that you arrived late.** This is your responsibility; failure to alert me will result in an absence, which may affect your final grade. **NO EXCEPTIONS!** Do not attempt to address the absence issue in the hallway or in my office – this policy is strictly enforced; in other words, do not attempt to make an excuse. The rule will **NOT** be waived. **The syllabus is subject to adjustments to ensure coverage!** ***EC**

***Extra Credit** points are based on class participation, which may be added to the final, class portion (50%) of the grade for all students.

¹ Generally in the Dean’s Conference Room; if there is a room conflict, a sign will be posted on my door.

REQUIRED BOOK(S) – [same as fall semester]

1. Problems in Contract Law, Cases & Materials Knapp (CB), Crystal, Prince (8th ed., © 2016), Aspen-Kluwer
2. Supplement – ‘Rule of Contract Law,’ Knapp, Crystal, and Prince, latest edition [Wolters Kluwer]

SPRING 2018 READING AND CLASS PREPARATION ASSIGNMENTS

*Note: You are to read the applicable UCC and Restatement Sections for each chapter, which are referenced in class, in Handout information, and in the textbook (See also Supplement–**Rules of Contract Law—ROCL**”).*

WEEK 1, January 8-12, 2018

Monday, January 8, 2018 – Rules of Engagement and Expectations for the Spring Semester

√**CASE NAMING EXERCISE** – E.g., from previous 1st-years (4 words or less/One paragraph max.)

√**Assign Gurus:** Rest. _____ / _____
UCC _____ / _____

√**ASSIGN TIMEKEEPER:** _____

√**Discuss Exam/Grades for fall Final Exam from December 2017 (Class Final) - 10% of the Class grade – distribution/review strategy moving forward – High/low/average.**

WEDNESDAY, January 10, 2018–Start 1st Case: *Lenawee v. Messerly*, pg. 702 (CB);

Handouts

START Chapter 8, Justification for Nonperformance: Mistake, Changed Circumstances, and Contractual Modification, pages 701-784

READ ALL CASES IN THE SECTION, Read ROCL + Review Questions

- A. Mistake
- B. Changed Circumstances: Impossibility, Impracticability, and Frustration
 - Read Problem 8-1
 - Read Problem 8-2 (in depth -- in class discussion)
- C. Modification
 - Read Problem 8-3

WEEK 2, January 15-19, 2018

Martin Luther King Holiday, Monday, Jan. 15, 2018– **NO CLASS!**

Continue Chapter 8, Justification for Nonperformance, pages 701-784; student conferences are available to review (individually fall final exam

- **READ ALL CASES IN THE SECTION**, Read ROCL + Review Questions

WEEK 3, January 22-26, 2018

Continue Chapter 8, Justification for Nonperformance, pages 701-784

- **READ ALL CASES IN THE SECTION!**
- In-class exercises

WEEK 4, January 29--February 2, 2018

Begin Chapter 7, Avoiding Enforcement: Incapacity, Bargaining Misconduct, Unconscionability, and Public Policy, pages 555-700

READ ALL CASES and SUPPLEMENTAL MATERIAL in the SECTIOL: Read ROCL, Problems + Review Questions

- A. Minority and Mental Capacity
 - Problem 7-1
- B. Duress and Undue Influence
- C. Misrepresentation and Nondisclosure
- D. Unconscionability
- E. Public Policy
 - Problem 7-2, Problem 7-3, Problem 7-4

WEEK 5, February 5-9, 2018

Continue Chapter 7, Rights and Duties of Third Parties, pages 745-786

READ ALL CASES IN THE SECTION – Read ROCL

WEEK 6, February 12-16, 2018

Continue Chapter 7, Rights and Duties of Third Parties, pages 745-786

- **READ ALL CASES IN THE SECTION** + ROCL

WEEK 7, February 19-23, 2018

Continue Chapter 7, if necessary,

Begin Chapter 9, Consequences of Nonperformance: Express Conditions, Material Breach, and Anticipatory Repudiation, pages 785-840

- **READ ALL CASES IN THE SECTION**, Read ROCL + Review Questions
- In-class Assessment Exercises
 - A. Express Conditions
- Problem 9-1
 - B. Material Breach
 - C. Anticipatory Repudiation
- Problem 9-2, Problem 9-3 (modified)

WEEK 8, February 26--March 2, 2018

Continue, Chapter 9, Consequences of Nonperformance: Express Conditions, Material Breach, and Anticipatory Repudiation, pages 785-840

READ ALL CASES IN THE SECTION, Read ROCL + Review Questions

- Handouts/Exercises
- Continue In-class Exercises

WEEK 9, March 5-9, 2018

MIDTERM EXAM WEEK – March 5-9, 2018

QUIZ #1 (MIDTERM), FRIDAY, March 9, 2018

Begin Chapter 10, Expectation Damages: Principles and Limitations, pages 851-970

READ ALL CASES IN THE SECTION, Read ROCL + Review Questions

- A. Computing The Value of Plaintiffs Expectation
 - Read Problem 10-1
- B. Restrictions on the Recovery of Expectation Damages: Foreseeability, Certainty, and Causation
- C. Restrictions on The Recovery of Expectation Damages: Mitigation of Damages
- D. Non-recoverable Damages: Items Commonly Excluded From Plaintiff's Damages For Breach of Contract
 - Restrictions on The Recovery Read Problem 10-2
 - Read Problem 10-3
 - Review MT

WEEK 10, **March 12-16, 2018**

SPRING BREAK

NO CLASSES!!

WEEK 11, March 19-23, 2018

Continue Chapter 10, Expectation Damages: Principles and Limitations, pages 851-970

READ ALL CASES and SUPPLEMENTAL IN THE SECTION, Read ROCL

- E. Buyers' and Sellers' Remedies Under the Uniform Commercial Code:
 - Buyers - Cover, Market Damages, Damages for Accepted Goods/Specific Performance/Incidental and Consequential Damages
 - Problem 10-2
 - Sellers – Resale/Market Damages/Lost Profits/Seller's Action For The Price/Sellers' Incidental and Consequential Damages

WEEK 12, March 26-30, 2018

Good Friday, MARCH 30, 2018 ----- **NO CLASS**

Continue Chapter 10 [if necessary] Expectation Damages: Principles and Limitations, pages 851-970

READ ALL CASES IN THE SECTION, Read ROCL + Review Questions

- Problem 10-3
- F. Justifications For The Expectation Damage Rule
- Problem 10-4

WEEK 13, April 2-6, 2018

Start Chapter 11, Alternatives to Expectation Damages: Reliance and Restitutionary Damages, Specific Performance, and Agreed Remedies, pages 971-1055, if necessary

QUIZ #2 — **FRIDAY, April 6, 2018**

WEEK 14, April 9-13, 2018

Continue Chapter 11, if necessary

Start Chapter 12, Rights and Duties of Third Parties, pages 1057-1097

Read All Cases in the Section, Read ROCL, + Review Questions

- A. Rights of Third Parties as Contracts Beneficiaries
- B. Assignment and Delegation of Contractual Rights and Duties
- Problem 12-1

WEEK 15, April 16-20, 2018

Continue Chapter 12, Rights and Duties of Third Parties, pages 1057-1097

Read All Cases in the Section, Read ROCL, + Review Questions

QUIZ #3 --- **FRIDAY, April 20, 2018**

WEEK 16, April 23-25, 2018

Continue Chapter 12, if necessary

Continue In-class Exercises, if necessary

- Discuss Quiz #3

WEDNESDAY, April 25, 2018 - LAST DAY OF CLASS!

- Grade Reconciliation, Open Discussion and Course Review
- Comprehensive Final Exam discussion, review/comments.

NOTA BENE

****SPRING 2018 COMPREHENSIVE FINAL EXAM**
SEE TMSL FINAL EXAM SCHEDULE FOR DATE, TIME, AND ROOM!

TMSL Final Exam Period ---April 30—May 11, 2018

Note - Do not make plans for this period – the final exam schedule is subject to Administrative changes.

FYI: TMSL Hooding – Friday, May 11, 2018
TSU Commencement, Saturday, May 12, 2018

STAY FOCUSED — BRING YOUR 'A' GAME THIS SPRING!