

Western State College of Law

Sales – Fall 2020

Professor Reuben

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- *Before the first day of class, you must enroll in the TWEN Course Web Page titled “Sales – Fall 2020 – Reuben.” I will use this web page to post material and to make class announcements throughout the semester. Please sign-up on the web page for automatic email alerts and check the web page regularly because you are responsible for all material and announcements posted on this web page.*
- *I will be holding office hours on Tuesdays from 3:00pm to 4:00pm, and on Wednesdays from 5:30pm to 6:30pm. If you would like to attend office hours, please sign up for an appointment on the TWEN page. Feel free to email me at sjreuben@kinglawapc.com with any questions about the course, or if you would like to schedule a meeting outside of office hours.*

COURSE OBJECTIVES

This course is devoted to the sale of goods under Article 2 of the Uniform Commercial Code. Major topics include the scope of Article 2, formation and modification of contracts for the sale of goods, terms, warranties, performance, and remedies in the event of breach. The UCC’s provisions on sales alter some of the basic rules of common law contracts, and thus this course also provides an opportunity to refresh your knowledge of basic common law contract doctrine.

You will have an opportunity to learn, practice, and be assessed in each of the following learning outcomes:

- 1) Doctrinal Knowledge
- 2) Legal Analysis;
- 3) Communication;
- 4) Other Practical Skills.

TEXTS

- Edith R. Warkentine, Sales: A Context and Practice Casebook (“Warkentine”), Second Edition
- William D. Warren and Steve D. Walt, Commercial Law: Selected Statutes (Foundation Press)
[any compilation of the Code dated after 2010 will work so long as it is a complete version of Articles 1 and 2, including official comments]

GRADING

75% - Final Written Exam

15% - Midterm Exam

10% - Participation (including good faith participation in all in-class group activities, and good faith completion of all Ungraded Assignments)

UNGRADED ASSIGNMENTS

Throughout the semester, we will be completing a variety of practice problems and/or essays. Some will be completed during class sessions, however some will be assigned to be completed independently outside of our Zoom sessions. These assignments will be ungraded, but will count towards your Participation grade.

Ungraded Assignments will be assigned the week before they are due and are tentatively designated on the Syllabus. If you are absent from any class, it is your responsibility to contact me to obtain information about any Ungraded Assignments. In order to receive full credit, Ungraded Assignments must be completed in good faith and **emailed to me** prior to the start of the class period in which they are due (even if you are absent from that particular class period).

ATTENDANCE REQUIREMENT

You should attend every class. WSCL written policy for students whose class regularly meets twice per week, is that upon your fifth absence, you will fail this course and receive a grade of 0.0 (on the 4.0 scale). *See* Student Handbook, § 5.13. For students whose class meets once per week, if you are absent for an entire, or substantially all, of a three hour class period, you will have accumulated two official absences. If, however, you are absent for only half of a three hour class period or a significant portion thereof, you will accumulate just one absence.

OUT OF CLASS PREPARATION

You should expect to spend about 6 hours per week for out-of-class preparation. The expected out-of-class preparation time is not evenly distributed across every week of the semester; periods of more intense preparation are compensated for by less time required at other parts of the semester. Students should review the syllabus and plan accordingly, noting weeks with longer reading assignments and the due dates for the Ungraded Assignments.

DISABILITY SERVICES STATEMENT:

Western State College of Law provides accommodations to qualified students with disabilities. The **Disabilities** Services Office assists qualified students with disabilities in acquiring

reasonable and appropriate accommodations and in supporting equal access to services, programs, and activities at Western State College of Law.

To seek reasonable accommodations, a student must contact Senior Assistant Dean Donna Espinoza, Student Services Director and Disabilities Services Coordinator, whose office is in the Students Services suite #111. Dean Espinoza's phone number and email address are: (714) 459-1117; despinoza@wsulaw.edu. When seeking accommodations, a student should notify Dean Espinoza of her or his specific limitations and, if known, her or his specific requested accommodations. Students who seek accommodations will be asked to supply medical documentation of the need for accommodation. Classroom accommodations are not retroactive, but are effective only upon the student sharing approved accommodations with the instructor or professor. Therefore, students are encouraged to request accommodations as early as feasible with Dean Espinoza to allow for time to gather necessary documentation. If you have a concern or complaint in this regard, please notify Dean Espinoza; or please notify Dean Allen Easley at aeasley@wsulaw.edu or (714) 459-1168. Complaints will be handled in accordance with the College of Law's "Policy against Discrimination and Harassment."

REQUIREMENTS FOR STUDENTS IN ZOOM SESSIONS:

- Find a dedicated quiet space to attend Zoom sessions, to minimize the chances that you will be disrupted during the session.
- Arrive to class early and dressed as you would to attend an in-person class.
- Your camera must be turned on for the duration of the class. If desired, you can use the background settings in Zoom to create an artificial background that blocks the view of your space while still allowing you to be seen on camera.
- Come prepared, as you would for an in-person class. Participation in Zoom classes is as important as it is during an in-person class session.
- Do not multitask – stay focused on the class discussion – do not wander in and out of the Zoom session.
- If you have to miss a Zoom session, or arrive late or leave early, notify the professor in advance, as you would for an in-person class.

- If you have connectivity issues, whether it be long-term or short-term, that impact your ability to participate (e.g., if you are limited to dial-in without video), notify your professor so other accommodations can be explored.
- Do not post screenshots or recordings of any Zoom classes on social media. Such actions would constitute a violation of the Student Honor Code. If you need access to a recording of the Zoom session, please contact your professor.
- Sign into Zoom with the name under which you are registered for class. If you prefer to be called by a different name or nickname, please notify your professor in advance so you are not marked absent.
- Mute your microphone when you are not speaking. Unmute to speak or to ask or answer questions.
- Zoom classes are not YouTube or Netflix. You should be actively engaged in answering questions, taking notes, writing down questions you wish to ask later during class or during office hours, etc. This will not only help you stay engaged and participating in class, it will also help your learning in the online format.
- Zoom has a number of tools available to you as a student: yes/no symbols, raise hand and thumb icons, share screen (with permission of the professor), chat windows, etc. Please familiarize yourself with those tools before class so that you can use them as requested by the professor. Your professor will inform you about the ways in which you should use these tools in that particular class.
- Professors may use a number of interactive functions in Zoom to engage with students, e.g., polling questions, breakout rooms, as well as asking you to share your screen, type in the chat window. Like being called on in a live classroom, you are expected to participate fully in these activities and functions, i.e., answer polling questions, speak with your classmates in breakout groups, share your screen as requested, etc.

SYLLABUS & READING ASSIGNMENTS:

Week 1 - August 25/26

- Introduction to Course, UCC and Statutory Analysis

Read: Warkentine pgs. 3-38

Week 2 - September 1/2

- Contract Formation

Read: Warkentine pgs. 39-71

Week 3 - September 8/9

- Contract Defenses

Read: Warkentine pgs. 73-88

Ungraded Assignment Due: Ex. 4-10, 4-11, 4-12, and 4-13

Week 4 - September 15/16

- Contract Terms: Warranties, Disclaimers & Remedy Limitations

Read: Warkentine pgs. 89-142

Week 5 - September 22/23

- Contract Terms: Express Terms, Interpretation & Parol Evidence

Read: Warkentine pgs. 145-169

Ungraded Assignment Due: Ex. 6-13, 6-14, and 6-17

Week 6 - September 29/30

- Contract Terms: Gap Fillers

Read: Warkentine pgs. 171-182

Week 7 - October 6/7

- Review

Ungraded Assignment Due: Practice Exam

Week 8 - October 13/14

- **In-Class Midterm Exam** (90 minutes)
- Contract Performance

Read: Warkentine pgs. 183-200

Week 9 - October 20/21

- Contract Performance, cont'd.
- Excuses for Non-Performance

Read: Warkentine pgs. 201-215

Week 10 - October 27/28

- Excuses for Non-Performance, cont'd.
- Breach of Contract

Read: Warkentine pgs. 217-227

Week 11 - November 3/4

- Remedies

Read: Warkentine pgs. 229-252

Week 12 - November 10/11

- Remedies, cont'd.

Ungraded Assignment Due: Chapter 11 Problem, Ex. 12-3, and 12-5

Week 13 - November 17/18

- Advanced Issues

Read: Warkentine pgs. 253-278

Week 14 - November 24/25

- Semester Review

Ungraded Assignment Due: Practice Exam

Western State College of Law – Programmatic Learning Outcomes

Western State College of Law’s curriculum is designed so that every student achieves a level of competency prior to graduation in each of the eight Programmatic Learning Outcomes listed below:

(1) Doctrinal Knowledge

Students will demonstrate knowledge of substantive and procedural law in the core curriculum subjects, including Contracts, Criminal Law, Criminal Procedure, Torts, Real Property, Business Association, Evidence, Civil Procedures, Constitutional Law, Estates, Community Property, Remedies, and Professional Responsibility.

(2) Practice Skills

Students will demonstrate the development of other law practice skills. Each student’s chosen outcomes within this category will be varied based on the student’s particular interests, coursework and work experiences. They may include, but are not limited to, the following topics: oral presentation and advocacy; interviewing; counseling; client service and business development; negotiations, mediation, arbitration, or other alternate dispute resolution methods; advanced legal research and writing (excluding purely academic papers and the first four units earned in introductory first-year legal research and writing class); applied legal writing such as drafting contracts, pleadings, other legal instruments; law practice management or the use of technology in law practice; cultural competency; collaboration or project management; financial analysis, such as accounting, budgeting project management, and valuation; cost benefit analysis in administrative agencies; use of technology, data analyses, or predictive coding; business strategy and behavior; pre-trial preparation, fact investigation, such as discovery, e-discovery, motion practice, assessing evidence, or utilizing experts; trial practice; professional civility and applied ethics; a law clinic that includes a classroom component; or a legal externship that includes a classroom component.

(3) Legal Analysis

Students will demonstrate the ability to identify the factual and legal issues implicated by a fact pattern and to appropriately use cases (including identifying the salient features of an appropriate precedent case, identifying legally significant similarities or differences between the precedent case and a fact pattern and explaining why those are legally significant) and rules (including the ability to connect legally significant facts in a fact pattern to the rule) to predict how a court would decide the issue. Students will also demonstrate the ability to identify and evaluate the public policies of a precedent case or rule, and be able to evaluate how public policy can impact the application of a rule to the legal issue.

(4) Legal Research

Students will demonstrate the ability to locate relevant legal authority using a variety of book and electronic resources, and to properly cite to such legal authority.

(5) Communication

Students will demonstrate the ability to communicate both orally and in writing in a manner appropriate to a particular task to effectively convey the author or speaker's ideas. This includes audience sensitivity in written and oral communication (the ability to adopt a tone, style and level of detail appropriate to the needs, knowledge and expertise of the audience); and written communication basic proficiency (the ability to use the conventions of grammar, spelling, punctuation, diction and usage appropriate to the task and sufficient to convey effectively the author's ideas).

(6) Advocacy of Legal Argument

Students will demonstrate the ability, in both oral and written formats, to evaluate the legal, economic and social strengths and weaknesses of a case and use case and statutory authority as well as public policy to persuade others. Making policy-based arguments includes the ability to identify and evaluate the public policies of a precedent case or rule and their implications, and be able to assert such appropriate arguments to support a particular application or distinction of a precedent case to a legal controversy or a particular resolution of the application of a rule to the legal controversy.

(7) Client Sensitivity and Cultural Competency

Students will demonstrate an awareness of clients' needs and goals, including a sensitivity to clients' background and circumstances (including, but not limited to, socio-economic, gender, race, ethnicity, educational, disability and/or religious background(s)), the ability to make decisions that reflect an appropriate focus on those needs and goals, and awareness that cultural issues may affect the relevance of facts and application of the law.

(8) Legal Ethics

Students will demonstrate the ability to identify ethical issues in law practice contexts and make appropriate decisions to resolve such issues.