

Syllabus and Course Policies for
CONTRACTS II – LAW 112B

Class Meets: Monday/Wednesday 12:30 p.m. – 2:00 p.m.
Classroom Location: L841

Instructor: Stephen Hendricks
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Phone: (714) 459-1142
Office Location: Main/FA Room 116
Office Hours: Appointments to meet with me can be made either through Calendly at <https://calendly.com/smhendricks>

SCOPE OF THE COURSE

Contracts II covers more advanced topics than were covered in Contracts I, including contract breach, defenses and excuses to formation and enforcement, remedies for breach, and third-party rights and duties.

TEXTS AND MATERIALS

The required textbook must be brought to all classes. You may use either a hardcopy or an ebook version of the textbook. You are expected to have read any statutes or Restatement sections to which the cases and material in the casebook refer.

Required Text: DANIEL P. O’GORMAN, CONTRACTS: THE LAW OF PROMISES (1st ed. 2021)

COURSE WEBSITE

To facilitate class administration, I have set up a TWEN (Westlaw) site for this course. The website includes assigned readings not in the casebook, supplemental materials, and additional information related to the course, posted throughout the semester. You are required to register for the course as soon as possible, preferably before the beginning of the semester, as there is important information that will be useful to you before the first-class meeting. You are responsible for checking the website regularly and you will be responsible for all materials posted on it.

EVALUATION AND EXAMS

Grades for this class will be based substantially on a final exam, a midterm exam, and several required assignments (noted in the Assignments section below). In addition, I will factor class participation that is of high quality (not necessarily quantity) into students' final assessments. The final exam will account for 75% of your final grade for the course, the midterm exam will account for 20% of your final grade, and the assignments will account for 5% of your final grade in the course.

PREPARATION AND PARTICIPATION REQUIREMENTS FOR CLASS

In this course, the cases will be analyzed and illuminated through students' responses to questions during class. Emphasis will be on the factual context and the reasoning underlying the holdings in the cases. You will, therefore, be expected to have carefully read and briefed each case and reviewed any applicable statutes related to the weekly assigned reading. Additionally, students are required to be prepared to answer the *Questions about the Case* that are listed after most cases in the textbook, as well as the *Problems* that are listed at the end of each chapter.

Additionally, in some of the assigned reading assignments, the text references certain Restatement and UCC provisions. Those sections and provisions can be located electronically on TWEN and/or LEXIS. **Note:** With the UCC provisions, you are responsible for the original, or current, version of the text, and not the versions amended or proposed from 2000 onward (regardless of the source you use to locate them).

Pursuant to ABA Standard 310, you are expected to devote at minimum two (2) hours of out-of-class time preparing for each hour of classroom instruction. It is estimated that, on average, the assigned reading and other classroom preparation should require six or more hours outside of class for each class. The assignments each week have been calibrated for you to achieve this minimum requirement.

ATTENDANCE AND PARTICIPATION

Your attendance and participation in all classes are required. It is solely the responsibility of the individual student to personally sign the attendance sheet for each class. Failure to prepare for a class will count as an absence. Repeated failure to prepare for class will result in a reduction of your final grade. Students who are absent from more than four classes will be academically withdrawn from the course.

VIDEO AND AUDIO RECORDINGS

Students are expressly prohibited from recording any part of this course without prior express permission from me. Meetings of this course might be recorded by me. Any recordings

will be available to students registered for this class as they are intended to supplement the classroom experience. Students are expected to follow appropriate Western State College of Law policies and maintain the security of passwords used to access recorded lectures. Recordings may not be reproduced, shared with those not in the class, or uploaded to other online environments.

USE OF ARTIFICIAL INTELLIGENCE

It is a violation of the Western State College of Law Honor Code to misrepresent work or ideas that you submit or exchange with your instructor by characterizing them as your own, such as presenting work or ideas that do not acknowledge the use of generative AI tools (e.g., but not limited to, ChatGTP, DALL-E, etc.). Students shall give credit to AI tools whenever used, even if only to generate ideas. Please feel free to reach out to me with any questions you may have about the use of generative AI tools before submitting any content that has been informed by these tools.

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 Associations, 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.

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 located on the upper level of the library building. 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 Marisa Cianciarulo at mcianciarulo@wsulaw.edu or (714) 459-1168. Complaints will be handled in accordance with the College of Law's "Policy against Discrimination and Harassment."

ASSIGNMENTS

(Note: The Assignments are subject to change throughout the semester as needed, and at the sole discretion of your instructor. If there is a change, you will be given ample notice).

Planned assignments, including the date for which each is due, are set forth below. Unless otherwise notified, you should come to class prepared for a given assignment on the date specified.

Class	Date	Topic(s)	Textbook	Required Assignment (available on TWEN or UWorld)
1	1/17	Breach: General Concepts; Identifying the Contract Duties	307-323	None
2	1/22	Breach: Identifying the Contract Duties (cont.); Interpretation: The Parol Evidence Rule	323-342	None
3	1/24	Breach: Interpretation: Express Terms and Provisions	342-361	None
4	1/29	Breach: Interpretation: Express Terms and Provisions (cont.), Implied Terms	361-378	None
5	1/31	Breach: Conditions	379-396	Parol Evidence Rule Synthesizing and Understanding
6	2/5	Breach: Conditions (cont.)	397-416 (skip 410-413)	None
7	2/7	Breach: Conditions (cont.)	417-435	None
8	2/12	Breach: Conditions (cont.); Defenses and Excuses: The Statute of Frauds	435-453	None
9	2/14	Defenses and Excuses: The Statute of Frauds (cont.)	453-471	None
10	2/20 (Tues.)	Defenses and Excuses: The Statute of Frauds (cont.)	471-491	UWorld Assignment 1

11	2/21	Defenses and Excuses: The Statute of Frauds (cont.)	492-504	None
12	2/26	Defenses and Excuses: Voidable Contracts: Introduction & Lack of Full Capacity to Contract	505-523	None
13	2/28	Defenses and Excuses: Lack of Full Capacity to Contract (cont.); Mistake: Introduction and Mutual Mistake	523-543	UWorld Assignment 2
N/A	3/4-8	Spring Break	N/A	N/A
14	3/11	Midterm Exam. Comprehensive closed-book exam covering classes 1-12.	N/A	N/A
15	3/13	Defenses and Excuses: Mistake: Unilateral Mistake; Misrepresentation	543-561	None
16	3/18	Defenses and Excuses: Misrepresentation (cont.)	561-580 (top)	None
17	3/20	Defenses and Excuses: Duress; Undue Influence	580-600	None
18	3/25	Defenses and Excuses: Public Policy	601-622	None
19	3/27	Defenses and Excuses: Unconscionability; Changed Circumstances	623-640	None
20	4/1	Defenses and Excuses: Changed Circumstances (cont.)	640-657	None
21	4/3	Defenses and Excuses: Changed Circumstances (cont.); Remedies for Breach: Introduction	657-671	None
22	4/8	Remedies for Breach	672-688	UWorld Assignment 3
23	4/10	Remedies for Breach (cont.)	689-705	None
24	4/15	Remedies for Breach (cont.)	705-723	None
25	4/17	Remedies for Breach (cont.)	723-743	None
26	4/22	Third-Party Rights and Duties: Introduction; Intended Beneficiaries	747-759	Understanding Remedies Worksheet

27	4/24	Assignment of Rights; Delegation of Performance of Duties	761-779	None
28	4/29	Review, catch-up, and wrap- up	N/A	N/A
N/A	TBA	Final Exam. Comprehensive closed-book exam covering the entire course. Check the final exam schedule for date and time of exam.	N/A	N/A