

Western State College of Law
Syllabus

Course: Contracts II (112), Summer 2023
Monday and Wednesday 6:30-9:40 PM, Room (to be determined)

Professor: Paul Arshagouni
Email: parshagouni@wsulaw.edu
Office Hours:

- M/W 4:30-6:15 p.m.
- and by appointment.

Required Books:

- Farnsworth, Sanger, Cohen, Brooks, & Garvin, *Cases and Materials on Contracts*, (9th Ed., Foundation Press 2019).

Optional Materials:

The following is a list of books that are not required; nor will there be any assigned readings from them. However, you may find them useful as supplementary materials to further explain the topics we discuss in class. I do not recommend relying on commercial outlines. While they have a certain value in summing up the concepts and material covered, they are no substitute for developing your own outline. The process of outlining itself is one of the best ways to study and master the material.

- Examples and Explanations – Contracts by Brian A. Blum. This book explains the substantive law of Contracts very well in narrative style. It also contains very good sample problems with answers.
- Understanding Contracts by Jeff Ferriell (LexisNexis). This is a very good Contracts hornbook that explains the law very well, but it does not have any practice problems.
- Siegel's Contracts Essay and Multiple-Choice Questions and Answers (Aspen). This book features exercises that are referable by topic. The essays often overlap between the topics, which makes this book good for final exam preparation and issue-spotting practice, but less useful towards the beginning of each semester.
- Q&A, Contracts, LexisNexis – Although occasionally difficult, this book contains many good multiple-choice questions for each topic.
- Black Letter Outlines – Contracts (5th edition) by John Calamari and Joseph Perillo (West). In addition to explaining the law and giving several examples of the various topics, this book also features True/False-style practice questions, short essay questions, and some multiple choice questions, all with suggested answers.

Course Objectives:

There are three primary and interrelated objectives for this course. (1) Students should develop good legal analytical skills, including the ability to recognize relevant facts and legal issues, analyze and utilize cases, rules of law, and public policy to come to reasonable legal conclusions based upon their analysis. (2) Students should master the fundamental rules of contract formation and remedies for breach of contract. (3) Students should be able to clearly express their understanding of the legal issues through oral and written means.

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.

Attendance:

You should attend every class session. Attendance will be taken. Western State policy requires you to attend at least 85% of the class sessions in order to sit for the examination. As such, failure to attend at least 85% of the classes may result in your withdrawal from the class. For this class that means that you can have no more than 2 absences. We all know that emergencies and significant unforeseen circumstances happen, preventing you from attending some class sessions. That is what the 15% missed class rate is intended to accommodate.

Classroom Participation:

You are expected to be prepared to discuss class assignments every session and to arrive on time. All reading assignments are currently available at the end of this syllabus. I will announce if there are any changes in class. I will call on students randomly to present cases and answer questions. Of course, volunteers are always appreciated. Failure to be prepared may result in a lowering of your final grade. Repeated being unprepared could result in a lowering of your final grade by as much as 0.3. If for some reason you are unable to prepare for class, you should still attend. I permit students to take a Pass once over the semester. To ask for a pass you must leave a note on the podium before class starts. If you do so, I will not call on you. I reserve the right to void all Passes on any given day. However, if I void all Passes, I will not count that day's Pass against your one-pass limit.

On the other hand, exceptionally good contributions to the classroom discussion may result in a corresponding boost to your final grade. Participation that increases your grade will need to be more than the expected level of simply answering questions or speaking up in class. It is intended to reward participation that significantly furthers the discussion and aids in understanding.

When preparing for class, you should expect to spend 2-3 hours for every hour of class time. Read the cases critically. You are free to disagree with the conclusion the court came to, but understand the reasoning even if you do not agree with it. Bring to class any questions you may have regarding the cases and the rules of contract law they represent.

Professionalism:

An important aspect of class participation is actually attending class on time. I try very hard to begin and end class as scheduled. Please show the proper level of professionalism and arrive on time.

I expect at all times that students (and professors) will treat each other with professionalism and respect. As you all are aware, the law is fluid and often a matter of opinion. Sound and reasonable legal minds can legitimately hold divergent interpretations on nearly all legal issues. While I encourage good, even lively, debate of legal matters, any such discussion must be conducted with civility and respect.

Grading and Examinations:

Your final grade in this course will be a combination of your performance on the midterm exam (15%), the final exam (85%), and any participation adjustments. Both the midterm and the final exam will be a combination short answer and longer essay questions. The exams will be nearly closed book. You will be allowed to bring into the exam one 8.5x11 inch sheet of paper on which you may write anything you like (both sides). I strongly encourage you to craft your own “cheat sheet”. Crafting your own one-sheet summary of issues and rules requires you distill down the important material, enhances your understanding, and highlights the concepts you do not yet fully understand. Using one someone else created defeats its purpose.

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. 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.”

Reading Assignments:

What follows below is the currently expected readings for the semester. Any adjustments to this schedule will be announced in class.

Class Session	Date	Subjects	Pages
1	6/5	<ul style="list-style-type: none">• Parol Evidence Rule• Use of Extrinsic Evidence (Parties Intent)	487-513, 520-534
2	6/7	<ul style="list-style-type: none">• Use of Extrinsic Evidence (Commercial Context)• Use of Extrinsic Evidence to Supplement or Qualify the Agreement• Objective Interpretation and Its Limits• Supplementing the Agreement by Law	535-544, 553-579
3	6/12	<ul style="list-style-type: none">• Performance & Breach: Conditions	755-778
4	6/14	<ul style="list-style-type: none">• Performance & Breach: Constructive Conditions• Consequences of Non-Performance• Substantial Performance and Material Breach	778-803
5	6/19	<ul style="list-style-type: none">• Suspending Performance & Terminating the Contract• Mitigation Doctrines	803-846
6	6/21	<ul style="list-style-type: none">• Prospective Non-Performance: Anticipatory Repudiation, Assurance of Due Performance	846-884
7	6/26	<ul style="list-style-type: none">• Excuses to Performance: Mistake; Impracticability	1021-1087
8	6/28	<ul style="list-style-type: none">• Excuses to Performance: Frustration	1087-1115
	7/3	<ul style="list-style-type: none">• Follow Tuesday Schedule – NO CLASS	
9	7/5	<ul style="list-style-type: none">• Midterm Exam	
10	7/10	<ul style="list-style-type: none">• Third Party Beneficiaries	1117-1156
11	7/12	<ul style="list-style-type: none">• Delegation of Duties and Assignment of Rights	1157-1201

12	7/17	<ul style="list-style-type: none"> • Remedies: Specific Relief • Remedies: Expectation & Quantum Meruit 	26-30, 886-904 13-21, 905-942
13	7/19	<ul style="list-style-type: none"> • Limitations on Damages: Mitigation; Foreseeability 	943-981
14	7/24	<ul style="list-style-type: none"> • Limitations on Damages: Certainty • Stipulated, Liquidated, and Punitive Damages 	981-991 31-34, 991-1019

MIDTERM and FINAL EXAM: Cumulative from beginning of semester to that point in the course; format to be determine.