

Note: This Syllabus covers all relevant aspects of the course and the reading assignments for the first four weeks of class, for the complete syllabus, go to the TWEN course web site.

Western State College of Law

Spring 2023

Syllabus and Course Policies for
CONTRACTS II – LAW 112 A

Class Meets: M/W 10:00 a.m. – 11:30 a.m.

Classroom Location: WU Room 160

Instructor: Stephen Hendricks
Email: smhendricks@wsulaw.edu
Phone: (714) 459-1142
Office Location: Main/FA Room 310
Office Hours: Tuesday & Thursday 12:45 – 1:45 p.m.; Friday 10:45 – 11:45 a.m.

“A contract is a promise or a set of promises for the breach of which the law gives a remedy, or the performance of which the law in some way recognizes as a duty.”
RESTATEMENT (SECOND) OF THE LAW OF CONTRACTS § 1.

SCOPE OF THE COURSE

Contracts II focuses primarily on additional defenses to formation, performance, remedies, and third-party interests.

TEXTS AND MATERIALS

The required casebook must be brought to all classes. You are expected to have read any statutes or Restatement sections to which the cases and material in the casebook refer.

Required Text: IAN AYRES & GREGORY KLASS, STUDIES IN CONTRACT LAW (9th ed. 2017)

Highly Recommended: CONTRACT LAW: SELECTED SOURCE MATERIALS (Steven J. Burton Melvin A. Eisenberg eds., 2021)
BLACK’S LAW DICTIONARY¹

¹ Any version or edition is acceptable. Other, less expensive legal dictionaries are available and suitable as well. The important point is to have a readily available legal dictionary to look up terms and concepts you are unfamiliar with.

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 FINAL EXAM

Grades for this class will be based substantially on the midterm and final exams. 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 25% of your final grade for 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, not simply the "black letter" rules derived from the holdings. 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 prepare written answers to the questions and problems that are listed before and after most cases in the casebook.

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 four 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. Students who are absent from more than two classes will be academically withdrawn from the course.

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, room 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."

READING ASSIGNMENTS

Assignments for the first four weeks of class.

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

Class	Topic(s)	Casebook	Other	Date
DEFENSES TO FORMATION				
1	Introduction; Mistake	484-493; 500-507	Restatement (2d) §§ 151-157	1/18
2	Illegality Public Policy	601-609; 616-627; 630-633; 653-657	Restatement (2d) §§ 178-179; 181-182; 185-186; 189-191	1/23
PERFORMANCE				
3	Determining Scope and Content of Agreement: Parol Evidence Rule; Parol Evidence and the UCC	659-671 671-677	Restatement (2d) §§ 209-210; 213-216; UCC § 2-202	1/25
4	Determining Scope and Content of Agreement: Interpretation and Construction (Extrinsic Evidence)	681-688; 690-699	Restatement (2d) §§ 201-203	1/30
5 & 6	The Duty of Good Faith: Cooperation and Termination	707-716; 718-735 (skip <i>Omni Group</i>); 140-145; 758-772	Restatement (2d) § 205	2/1 & 2/6
7	Warranties; Express Conditions	772-785	Restatement (2d) §§ 153, 161; UCC §§ 2-202, 2-313, 2-314, 2-315, 2-316, 2-714	2/8