Contracts I

Fall Quarter 2015

Professor Sean O’Connor
Room 417, University of Washington School of Law
206.543.7491 || soconnor@uw.edu

Registration & Related Information
Class Times: M W 10:30-12:20 ROOM 138
Office Hours: M W 3:30-5:30 and by appointment

This two-quarter course will introduce you to the basics of contract law. Befitting the subject matter, we will consider not only the case law, but also how lawyers negotiate and draft contracts. By the end of the Winter Quarter you will understand the concepts and theory of contracts as well as be able to negotiate and draft basic agreements.

Grading is based on class participation, drafting exercises, midterm exam, and a final exam.

Texts & Materials:

- Epstein, Markell & Ponoroff, Cases and Materials on Contracts: Making and Doing Deals (“CB”);
- Restatement (Second) of Contracts (“RS”) (available through WestlawNext) Read short text only, not extended commentary; and
- Miscellaneous handouts (delivered by email).

Access and Accommodations

Your experience in this class is important to me. If you have already established accommodations with Disability Resources for Students (DRS), please communicate your approved accommodations to me at your earliest convenience so we can discuss your needs.

If you have not yet established services through DRS, but have a temporary health condition or permanent disability that requires accommodations (conditions include but not limited to; mental health, attention-related, learning, vision, hearing, physical or health impacts), you are welcome to contact DRS at 011 Mary Gates Hall or 206-543-8924 or uwdrs@uw.edu or disability.uw.edu. DRS offers resources and coordinates reasonable accommodations for students with disabilities and/or temporary health conditions. Reasonable accommodations are established through an interactive process between you, your instructor(s) and DRS. It is the policy and practice of the University of Washington to create inclusive and accessible learning environments consistent with federal and state law.
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<tr>
<th>Class Meeting</th>
<th>Topic</th>
<th>Assignment</th>
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| **Week One**  | Introduction to Contracts, Law School, and the Art and Science of Lawyering | **Monday**  
September 28  
Overview of course, contracts and transactional law; basic form of a contract  
Readings: Tompkins v. 23andme (N.D. Ca. 2014); Nguyen v. Barnes & Noble, Inc. (C.D. Ca. 2014); US Direct Federal Loan form; WA Realtor Standard Form of Residential Lease; Anatomy of a Contract  
**Wednesday**  
September 30  
No Class |  
**Week Two** |  
Monday  
October 5  
History of contract law; sources of law; R.R. v. M.H.; arbitration clauses  
Readings: CB 1-35 | **Wednesday**  
October 7  
Mutual Assent  
Readings: CB 36-54 (please ignore Questions on 54-55), 55-66; RS §§ 17-23 | **Week Three** |  
Monday  
October 12  
Offer  
Readings: CB 66-83; RS §§ 24-34; UCC § 2-204  
Wednesday  
October 14  
Termination of Offer; Preservation of Offer; Option Contracts; Firm Offers  
Readings: CB 83-106; RS §§ 35-49, 70, 87; UCC §§ 2-104, 2-205, 2-206 | **Week Four** |  
Monday  
October 19  
Acceptance  
Readings: CB 106-124; RS §§ 50-70; UCC § 2-207  
Wednesday  
October 21  
Acceptance; Mailbox Rule  
Readings: CB 124-146 |
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<th><strong>Deficient Agreements</strong></th>
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<tr>
<td><strong>Week Five</strong></td>
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<tr>
<td>Wednesday October 28</td>
<td>Acceptance; Mirror Image Rule; Battle of the Forms; Shrinkwrap and Clickwrap</td>
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<td><strong>Week Six</strong></td>
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<td>Monday November 2</td>
<td>Problems of Terms; UCC Gap Fillers</td>
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<td>Wednesday November 4</td>
<td>Postponed Agreement</td>
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<td><strong>Consideration</strong></td>
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<td><strong>Week Seven</strong></td>
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<td>Monday November 9</td>
<td>Consideration: “Bargained for” and promises as consideration</td>
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<td>Wednesday November 11</td>
<td>Veteran’s Day Holiday</td>
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<td><strong>Week Eight</strong></td>
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<td>Monday November 16</td>
<td>Consideration: contract modification; past consideration and moral obligations</td>
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<td>Wednesday November 18</td>
<td>No Class</td>
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**Week Nine**

**Monday**
**November 23**

Consideration: reliance and promissory estoppel

**Wednesday**
**November 25**

NDA Exercise handed back and discussed

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**NDA Negotiation & Drafting Exercise Due**

**Readings:** CB 278-87, 299-322; RS §§ 90-94

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**Week Ten**

**Monday**
**November 30**

Statute of Frauds; Fraud and Material Misrepresentation

**Wednesday**
**December 2**

Lack of Capacity; Duress and Undue Influence

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**Readings:** CB 323-56; RS §§ 110-39, 159-73; UCC §§ 2-201

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**Week Eleven**

**Monday**
**December 7**

Illegality and Public Policy; Unconscionability

**Wednesday**
**December 9**

Mistake; Summary of Fall Quarter

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**Readings:** CB 381-416 (NB R.R. v. M.H. is review as we already read it); RS §§ 178-96; UCC § 2-302

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**Readings:** CB 424-33; RS §§ 152-58

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**Contracts II**

Winter Quarter 2016

**Professor Sean O’Connor**
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**SYLLABUS**

**Registration & Related Information**

Class Times: M W 1:30-3:20 ROOM 127
Office Hours: M W 9:00-11:00 and by appointment

This course will introduce you to the basics of contract law. Befitting the subject matter, we will consider not only the case law, but also how lawyers negotiate and draft contracts.
Grading is based on class participation and a final exam.

**Texts & Materials:** Casebook (Epstein, Markell & Ponoroff, Cases and Materials on Contracts: Making and Doing Deals); and handouts (delivered by email and on the course website).

**Terms Added by Courts, Legislatures, and the U.C.C.**

**M 1/4:** Overview of quarter; review of key concepts from last quarter; intro to standard clauses

**Readings:** Federal Student Loan form (review); WA Residential Lease form (review); Form of Miscellaneous Provisions; Submission Release Form

**W 1/6:** No class (AALS Annual Meeting)

**M 1/11:** Terms from Trade Customs and Usage; Parol Evidence Rule

**Readings:** CB 434-448, 454-70; UCC §1-303, 2-202, 2-306; RS §§ 209-218; CISG Art. 8

**W 1/13:** Using Extrinsic Evidence to Construe Terms

**Readings:** CB 470-489, 497-504; RS §§ 203, 206, 211; CISG Art. 9

**M 1/18:** No class (MLK Day)

**W 1/20:** No class (out of town presentation)

**M 1/25:** Terms Added by Courts and Legislatures

**Readings:** CB 510-512, 518-528, 534-535; RS §205; UCC §§ 1-201, 1-304, 2-305 – 2-310

**Warranties; Excused Non-performance**

**W 1/27:** Warranties and the U.C.C.

**Readings:** CB 535-559; UCC §§2-312 – 2-317; CISG Art. 35(2)

**M 2/1:** Warranties and the U.C.C.

**Readings:** CB 559-578

**W 2/3:** Conditions

**Readings:** CB 579-599; RS §§ 84, 224-229

**M 2/8:** Modification, Waiver, or Estoppel; Impossibility, Impracticability, Frustration of Purpose; Anticipatory Repudiation
Readings: CB 599-603, 612-616, 636-649; UCC § 2-209, 2-609 – 2-610; RS §§ 250-253

Contract Drafting: Professional Services and Standard Terms

W 2/10: Anatomy of a Contract; analysis of standard/miscellaneous provisions; Professional Services Drafting Exercise assigned

Readings: Form of Professional Services Agmt; also bring Anatomy of a Contract and Form of Miscellaneous Provisions

M 2/15: No class (Presidents’ Day)

Contract Enforcement

W 2/17: Professional Services Drafting Exercise due at beginning of class; Material Breach

Readings: CB 649-651, 654-667, 672-85; RS §§ 234-237, 240, 243; UCC § 2-601

M 2/22: Specific Performance; Monetary Damages


W 2/24: Monetary Damages

Readings: CB 734-742, 749-760, 764-770; UCC §§ 2-703, 2-711 – 2-716; RS § 350-351

M 2/29: Monetary Damages

Readings: CB 771-777, 783-795; UCC §§ 2-714 – 2-715; RS § 345-349, 373

Assignment and Delegation; Third Party Beneficiaries

W 3/2: Third Party Beneficiaries

Readings: CB 835-855; RS § 2, 302, 311

M 3/7: Assignment and Delegation

Readings: CB 856-876; RS § 317-318, 322; UCC § 2-210, 2-609, 9-318

W 3/9: Course summary and review