Sales Law

Class meets Mon/Wed 10:30-12:00, Room Wm. Gates Hall 116

Learning Objectives

1. Describe and apply basic legal doctrines of UCC Article 2 Sale of Goods, including those most commonly tested on bar exams.
2. Compare basic Sales Law doctrines to basic principles of contract law covered in the first year JD Contracts course.
3. Identify conventional and strategic business models that incorporate sale of goods transactions, and identify or design contract terms to advance a client’s interest in one of those models.
4. Distinguish the kind of legal writing and analysis used in judicial decisions, presented in answers to issue spotter exams, and incorporated into drafting contract terms appropriate to a particular commercial transaction.

**Textbook and Canvas course website**

The Canvas course website for this course is: [https://canvas.uw.edu/courses/1301549](https://canvas.uw.edu/courses/1301549) The textbooks for this class are:

- Course reader including cases and class discussion problems to be distributed through the Canvas course website plus any additional materials distributed through Canvas and designated as “mandatory”
- Master Agreement for Purchase of Goods Template (form contract for drafting exercises)
- Purchase Order Terms & Conditions
- Any recent Commercial Law statutory supplement that includes UCC Article 2 such as:
  - Chomsky, Duhl, Kunz and Schiltz, Selected Commercial Statutes for Sales 2018 or recent
  - Chomsky, Duhl, Kunz and Schiltz, Selected Commercial Statutes 2018 or recent
  - Warren & Walt, Commercial Law Selected Statutes 2018 or recent

There may be additional materials posted to the course website that will be designated as “optional” and will not be tested on the exam.

If you would like to use a commercial study aid, you might find James Brook, Examples & Explanations: Sales & Leases (any recent edition) helpful but my goal is to make the subject so clear you do not feel you need a commercial study aid to master it.

**Course Description**

Class time will be spent discussing reading assignments, cases and supplemental materials, and working through discussion problems and practice exam questions. Students are expected to be prepared to discuss the assigned materials for each class.

For administrative convenience and to insure that all students are given an equivalent opportunity to participate in class discussions, I normally call on students in alphabetical order (or reverse alphabetical order) after the first day of class.

Students who are called on and found to be unprepared should expect to be called on in the next class. If you expect to be called on but for some reason cannot prepare for class, please tell me before class that you need additional time and when you will be prepared.

In addition, I may ask students to participate in various activities during class such as asking students to work together in small teams on problems together in class and then report their results as a team, or to complete short written exercises in class and trade their answers with other students before we discuss the results as a class.
Students will be asked to complete two practice exam assignments using the Peerceptiv peer review online platform: https://www.peerceptiv.com/ A Peerceptiv assignment has two parts:

- Each student completes and uploads a writing assignment; and
- Then each student provides anonymous feedback to five other students whose identities are not disclosed.

As instructor, I can review all assignments and all peer reviews.

Students are required to use an exam answer template for their Peerceptiv answers. The template will be provided and its use explained in an optional session on Monday 8 April 2019 in Wm. Gates 119. That optional session will be recorded for students who cannot attend.

The goal of using a template for Peerceptiv answers is to make it easier for students to assess each other’s work by making the structure of their answers as clear as possible. In addition, practicing with the template for Peerceptiv answers also permits me to confirm that students understand the structure of issue spotter exam answers. *Students should *NOT* use the template structure in their “final” Canvas assignments that take the place of a final exam.*

To assess student learning and to record attendance, I may ask students to answer Poll Everywhere https://www.polleverywhere.com/ questions related to what is being covered in class. All UW Law School students can sign up for Poll Everywhere using their UW Net ID. Do not sign up for Poll Everywhere using any other email address or you will not be able to access the questions to submit your answers or receive credit for your answers.

If you cannot attend class, please provide me with advance notice if possible or an explanation for your absence if advance notice is not possible. Failure to provide any advance notice or subsequent explanation for an absence will result in the absence being considered as unexcused.

An email list has been created for this class. Announcements related to class administration will be made to the email list. Each student is responsible for making sure that he or she can receive messages sent to the official class email list.

A Canvas website has been created for this class. Material posted to the website becomes part of the required materials for the course unless otherwise noted. Each student is responsible for making sure that he or she can access the material on the Canvas website.

**Schedule**

The last time this class will meet in person will be Wednesday May 8, 2019. The last day of upper-level classes is May 24, 2019 so a total of 4 class sessions will be delivered online via Canvas. The online courses will include a combination of reading assignments, short videos in lieu of lectures and assignments to permit students to demonstrate mastery of the topics covered.

In addition, I regret that I will have to miss class on Monday May 6. To make up for this missed class, class will end at 12:20 on April 9, 11, 16 and 19.
Grades; Three “Final” Canvas Assignments in lieu of Final Exam

Grades will be based on 80% the final exam and 20% on class participation. All students will begin class with 20% class participation scores, and points will be deducted only if a student clearly fails to meet the standard of class participation, e.g., by repeatedly not attending class, by repeatedly not being prepared when called upon, etc.

In lieu of a final exam, there will be three “final” Canvas assignments in lieu of a final exam:

- The time limit for each final Canvas assignment will be 2 hours (longer for non-JD students whose first language is not English), and the assignments will be available over a range of dates. Students can choose which date from the range to take the exam, but once they start, they will have to finish within the time allowed.
- The final Canvas assignments will each consist of two issue spotter exam questions similar to the practice exam questions

Disability-Related Needs

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.

Optional Exam Review Session

An optional exam review session has been scheduled for Monday 29 April 2019. The optional exam review session will focus on strategies for answering the questions on the May 2018 Sales Law Final Exam which has been posted to Canvas course webpage.

Law School Attendance Policy

Under changes to ABA Accreditation Standard 304, adopted in August 2004, a law school shall require regular and punctual class attendance.

At any time after the fifth week of a course, a student who has been determined by the instructor to have attended fewer than 80 percent of the class sessions in any course will be required to drop the course from his or her registration upon the instructor so indicating to the Academic Services Office.
Podcasts

Audio recordings of classes will be made and the recordings distributed as podcasts. Access to the podcasts will be restricted to students enrolled in this class and will end after the exam. The quality of the recordings is generally quite low.

Communications Protocols

I believe that email communications should be treated like written communications, not spoken communications. I try to respond to email communications from students with regard to class matters in a timely and effective way. I regret that sometimes I cannot respond as quickly as I would like, and that sometimes I lose track of emails altogether. If you suspect that I have lost track of a message that you have sent and you still need a reply, please resend the message noting that it is a second attempt. To assist me in keeping up with my emails, I ask that students emailing me with questions related to class take the time to organize their thoughts before composing and sending the message, and to be concise. I also ask that you acknowledge receipt of my reply, even if it is only to say “thanks.”

Draft Syllabus (subject to change)

Mon 1 April 2019
    Course Administration: Syllabus 1 April 2019 draft
    Relationship between business model and sales law/contract terms: Austin v. Loral Appellate Division and Court of Appeals
    Master Purchase Agreement Template
Wed 3 April 2019
    Scope of Article (Rstmt 2d of Contracts versus UCC, Sales versus Lease, License, Services)
    White, Summers, Barnhizer, Barnes & Snyder, Section 1-1
Mon 8 April 2019 class to 12:20, not 12 noon
Mon 8 April 2019 Explain Peerceptiv 12:30-1:20 Wm Gates 116
Wed 10 April 2019 class to 12:20, not 12 noon
Mon 15 April 2019 class to 12:20, not 12 noon
Wed 17 April 2019 class to 12:20, not 12 noon
Mon 22 April 2019
Wed 24 April 2019
Mon 29 April 2019
Mon 29 April 2019 Optional Exam Review 12:30-1:20 Wm Gates 116
Wed 3 May 2019
Mon 6 May 2019 no class
Wed 8 May 2019
    Online One: Buyer’s Remedies
    Online Two: Warranty Remedies
    Online Three: Seller’s Remedies
    Online Four: Special Remedies