

University of Washington School of Law
Spring Quarter 2020
27 March 2020 DRAFT SUBJECT TO FURTHER REVISION

Professor: Jane Winn

Office Hours: By email appointment

Sales Law A 510 ABC

Class meets Mon/Wed 8:50-10:20 am

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COVID-19 National Emergency

We are all in the process of adjusting our expectations as a result of the COVID-19 National Emergency. I hope to keep the administration of the course flexible for the first week or two so that we can figure out what works and what doesn't work. I have created a discussion called "Anything you think I should know?" in Canvas that you can use to tell me about issues that arise that would be relevant to the whole class: https://canvas.uw.edu/courses/1373300/discussion_topics This will permit other students to contribute to the discussion and for me to respond to everyone at once. For individual concerns, you can reach me via email at jkinn1@uw.edu and I will do my best to respond in a timely fashion.

Course Delivery

This course will be taught using a combination of materials posted to Canvas, Zoom meetings, Canvas assignments and other remote learning technologies.

Canvas: <https://canvas.uw.edu/courses/1373300>

Email listserv: multi_lawa510c_sp20@uw.edu

Zoom Meeting ID 555-874-733 Login with UW NetID + Password 188153

Course Description

This course covers Article 2 of the Uniform Commercial Code. Specific topics covered include rejection and revocation of acceptance, warranty, risk of loss, good faith purchase, and remedies.

Learning Objectives

After this class, students will be able to:

1. Recognize when national laws apply to activities and interests that touch more than one country, and when international laws
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 different business models for sale of goods transactions, and choose different sale of goods contract terms and contract forms that provide support for different business 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.

Textbooks

Textbooks for this class are:

- Textbook posted to Canvas
- 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
- Contracts Supplement
- Required readings posted to Canvas

In addition, there may also be optional readings. The difference between required readings and optional readings will be clearly indicated.

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.

You may find the CALI lessons on Sales Law helpful: <https://www.cali.org/category/2l-3l-upper-level-topics/sales>

Class Meeting Policies

Attendance: Regular class attendance is expected.

Class Participation: I encourage you to engage actively in class discussion. I will also call on students, usually in reverse alphabetical order. You may also be asked to work Zoom “breakout rooms” with other students on in-class assignments, based on problems or hypotheticals.

I may ask students to participate in Poll Everywhere interaction tool. If I ask you to participate, you need to sign into <https://pollev.com/janekwinn372> using your UW Net ID

Zoom Meeting Guidelines:

I have set Zoom to record all class meetings and store them in the cloud. Class recordings are only for the use of individuals enrolled in the class.

When you join the class, please join with “computer audio,” not telephone audio if possible (This is to reduce the risk of creating an audio “feedback” loop.) If you cannot join a class by computer but need to join by telephone, please let me know in advance so I can provide you with a call-in phone number.

Please remember to always mute your audio when you aren’t speaking.

Please click the “Raise Hands” button if you would like to speak. I will do my best to call on students as soon as possible. I encourage students to speak and to ask questions, so don’t hesitate to push the “Raise hands” button.

If you have technical problems, contact UW IT (help@uw.edu). You are welcome to let me know if you’re having problems, but I probably won’t be able to solve anything too technical because I’m learning along with everyone else!

Zoom has a function called “breakout rooms” that allow an instructor to divide students into smaller discussion groups temporarily. Once I’ve figured out how to use it, we can try that to see how it works.

Grades

Final course grades will be based on three components:

Participation: 10%. Your participation grade includes your contributions to class discussion—where the quality, rather than quantity, of your contributions will count—and participation in exercises, small-group discussions and assigned problems.

Quizzes and Assignments: 30%. I will create quizzes in Canvas designed to help you assess your progress in the course. These questions may reinforce important topics covered in class. After everyone has taken a quiz, then I will distribute an answer key which you will be free to discuss with me. In addition, I will assign one practice exam question in Canvas and provide you with feedback before the final exam to help you understand how the final exam will be organized.

Final exam: 60%. The final exam will be 4 hours long.

I reserve the right to modestly adjust these percentages.

In accordance with the UW Law Faculty’s recent decision, all students will receive a grade of “Credit” or “No Credit.” Your grade in the course will be determined by your active attendance and participation, and by your performance on the quizzes and the exams. My expectation is that all healthy students (and

students with healthy family members) will be able to devote themselves to studying the materials with just as much time and dedication as they would in normal times. I will prepare numerical grades the way I usually do, and then those will be translated into Credit or No Credit. Absent special circumstances, a grade below what would be a “C+” (or 2.7 for graduate students) under the traditional curved grading system will be a “No Credit” grade.

Disability-Related Needs

The University of Washington is committed to providing access, equal opportunity and reasonable accommodation in its services, programs, activities, education and employment for individuals with disabilities.

To request academic accommodations due to a disability, please contact Disability Resources for Students, Mary Gates Hall, Room 011 at (206) 543-8924. If you have a letter from Disability Resources, please present the letter to me so that we can discuss what accommodations you might need to succeed in this course.

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.”

Tentative Reading Assignments & Discussion Questions (SUBJECT TO CHANGE)

2020-03-30 Class 1

Introduction, Scope of Article 2; Contracts Supplement

2020-04-01 Class 2

Compare CISG to UCC

2020-04-06 Class 3

Contract Formation

2020-04-08 Class 4

Electronic Contracting

2020-04-13 Class 5

Unconscionability

2020-04-15 Class 6

Framework Contracts

2020-04-20 Class 7

Price and Quantity Terms

2020-04-21 Class 8

Warranty Part 1

2020-04-27 Class 9

Warranty Part 2

2020-04-29 Class 10

Interpretation (Parol Evidence)

2020-05-04 Class 11

Interpretation (Usage of Trade)

2020-05-06 Class 12

Risk of Loss/Shipment/Logistics

2020-05-11 Class 13

Performance

2020-05-13 Class 14

Impracticability, Force Majeure (COVID-19)

2020-05-18 Class 15

Breach and Remedies

2020-05-20 Class 16

Breach and Remedies