

UNIVERSITY of
HOUSTON

LAW CENTER

CONTRACTS & C

LAW- 5409-17880

Professor Elizabeth Trujillo
Fall 2021

SYLLABUS

Class Time: Mondays, Wednesdays, Thursdays 9:00-10:30 am
Location: Rm: 240 TU II and/or via Zoom
Office Hours via zoom: Thursdays from 10:45-noon or by appointment.
Prof. Trujillo Office: 214 TU II
Faculty Assistant: Jessica Rodriguez, jestrad2@central.uh.edu
Email: eitrujil@central.uh.edu

Overview

This four-credit course is a foundational study of the private law system of enforcing contracts. We will learn that enforceable promises usually result from a bargained-for exchange. Enforceable promises and exchanges are the cornerstone of business and commercial life, but are also very relevant in our daily lives. The principle body of law covered is the common law of contracts, as summarized by the Restatement (Second) of Contracts; Article 2 of the Uniform Commercial Code (UCC) for the sale of goods; and briefly the United Nations Convention on the International Sale of Goods (CISG) for the sale of goods between parties from different countries who are members of the CISG.

Objectives

This course will be divided into primarily five sections which cover the following primary areas of Contracts law:

1. **Contract Formation**: We will begin by exploring ways that private parties enter into contracts, considering aspects of mutual assent, offer, and acceptance.
2. **Enforceability**: We will discuss the conditions necessary in making certain promises legally enforceable and distinguish those from non-enforceable promises.
3. **Terms and Interpretation**: We will consider the ways that the enforceability of terms within a contract may be compromised depending on how these terms are interpreted by the parties involved and on whether the material elements of a bargain are clear to the respective parties. Certain evidentiary rules will be discussed in this context.

4. Defenses to Enforcement: We will then learn some defenses available to parties, which if proven, will render a party's obligations under a contract unenforceable or excused.

5. Breach and Remedies: We will then learn the remedies that the law will provide parties under a contract where obligations given under the contract are violated (breach) and what remedies are legally available to non-breachers.

By the end of the course, the diligent student should be able to understand these five areas as well as some public policies associated with these core categories of Contracts law. You should also have an introductory understanding of E-commerce principles as well as private ordering effects of contracts law on society, in addition to basic rules concerning the sale of goods and the applicability of the CISG in U.S. for the international sales of goods. You should be able to read and apply relevant statutory law and develop and strengthen your reading and legal analytical skills through the study of cases and statutes in Contracts law.

Required Texts

The required texts for this course are Randy E. Barnett and Nathan Oman, *Contracts: Cases and Doctrine* (7th ed.) (Aspen Publishers: 2021); Tracey E. George and Russell Korobkin, *Selections from the Restatement (Second) and Uniform Commercial Code for First-Year Contracts* (Aspen, 2021 Supplement).

Course Website

During the year, I will also supplement the text with other materials, available on the UH class BLACKBOARD page or emailed to you. You should be enrolled in BLACKBOARD for this course by the law school administration.

Recommended Texts

I would also recommend Marvin A. Chirelstein, *Concepts and Case Analysis in the Law of Contracts*, (Foundation Press, 7th ed) for a brief overview of the core concepts of the course. It is not absolutely necessary for you to purchase this book as I suggest it only if you feel you might benefit from some additional explanation or perspectives about the issues covered in class. I also recommend for a more in-depth analysis of Contract law the Treatise, E. Allan Farnsworth, *Contracts* (4th ed.) (Wolter Kluwers: 2004) and the hornbook, Joseph M. Perillo, *Calamari and Perillo on Contracts* (6th ed.) (Thomson West).

For problems, Examples and Explanations by Aspen Publishers may be helpful as well.

Class Tutors

There are three student tutors assigned to this course. Their contact information is:

- Josey Theal – jtheal@CougarNet.UH.EDU
- Rachel Gitomer – ragitome@CougarNet.UH.EDU
- Michael R. Henn – mrhenn@Central.UH.EDU

Each tutor will keep regularly-scheduled office hours and are available to the students in this class as a resource. More detailed information about their office hours and availability will be provided early this semester.

Zoom Video Requirements:

This course is offered via Zoom. The course Zoom link will be provided to all enrolled students before the beginning of the semester and is not to be shared with anyone who is not registered for this course. This class will convene in the usual scheduled classroom and the professor will appear, via zoom, on the classroom TV screens. Given the current surge in COVID-19 cases in Houston and the need for vigilance, including social distancing, students will have the option to attend via zoom from other locations outside the classroom setting.

During class, all class members are to have their videos on for the entire class session. If for some reason a student's video cannot be turned on for all or part of a class meeting, the student must contact and receive permission from me in advance of that specific class meeting to be able to attend class without video.

If you attend class in person, you MUST mute yourselves throughout the class to avoid echoing in the background as a result of my zooming into the classroom. If you are called on and are speaking, you will be able to respond in person and the speakers in the classroom should suffice.

Comments on Zoom: If you would like to make a comment in class or ask a question, please use the chat feature on Zoom. I may not answer your question immediately, but will attempt to assemble a few comments and questions and take time during class, to address these. If there is an immediate clarifying question, please use the blue hand feature on zoom.

Zoom and Computer: For questions concerning use of zoom and/or computer issues, please contact UH computer services at Lawcomputerhelp@central.uh.edu

Online Professionalism

Most of us are new to participating on online courses on a regular basis. Please remember that when your video is turned on, everyone participating can see you and your background. We would like to respect everyone's privacy and home, especially during these challenging times where we are spending a lot of time at home and all are dealing different personal circumstances. To this end, please participate online as if you were in class. Please be respectful in your attire and as much as possible, minimize background distractions and noise. In some cases, you may not be able to control background noise,

for example, if you have a dog or are caring for young children. Unless you are speaking, please be sure to turn on your **mute button** to avoid these distractions.

By the start of class, please be situated in a comfortable place, ready to fully participate. Please **DO NOT** be logging on from your car or on your way to class, or any other setting in which you can not fully participate and be present, with your video turned on, during class.

I will address you according to the name you use on your zoom page. I want to address each of you in a manner that corresponds to your identity. Please feel free to reach out to me at any time if you want to make me aware of your chosen name or preferred pronoun or if you have concerns about how I or your classmates address you.

Attendance

Attendance will be taken daily at the beginning of class. Any student missing more than eight (8) classes will be dropped from the course. **You must have your video turned on and ready to participate to be counted as present.** If you are unable to comply with this requirement, please contact me and let me know your reasons.

Participation:

Each student is expected to be prepared for each class. The course requires active participation in the class discussion and exercises; and therefore, requires that you have read the assignment. I will call on randomly selected people during class to contribute to our discussion of the cases. There also may be problems assigned that we will discuss in class at the end of a section. Those problems will help you to consolidate a topic and apply the concepts; they serve as important preparation for the examination at the end of the semester.

If you feel unprepared for class or would prefer to not be called on, please inform me that you will take a “PASS” before class or by e-mail. **More than 3 passes per semester shall be noted and your grade will be lowered ½ a point.** I assess class participation according to its quality, rather its quantity. High-quality participation can include providing good insights through your answers and questions.

Internet

Internet access is available in the classroom; however, it is **PROHIBITED** during class (except to log onto zoom), unless doing so is part of a classroom assignment (e.g. accessing legal materials). Please be respectful to the professor and other students by adhering to this request. I reserve the right to restrict or ban laptops (and other computing devices like smartphones) for not following this rule.

Grading

Your final course grade will be determined by a final examination and participation. There will also be a midterm examination that is ungraded but will count towards your participation grade.

Participation is worth 15% of your final course grade and the final will be worth 85% of your final course grade.

Assignments

We will be covering anywhere from 10-40 pages a week in the Contracts text, depending on the length of the cases. Assignments will include primarily the reading of cases and occasionally problems may be assigned. You should BRIEF every case. Briefing will help you in your understanding of the case and in developing you own analytical skills.

Reading assignments will be provided on Blackboard (under “Assignments”) on a weekly basis. First week assignments will be provided before the first day of class. A *Course Overview* for your convenience will be distributed. This provides a general overview of the topics and readings covered over each semester. The assignments are broken up by topic and not by class session; therefore, the assignments on the *Course Overview* may not necessarily correspond to the weekly assignment. Specific reading assignments may be changed by prior announcement in class as circumstances warrant.

Office Hours

I will be available to talk with you during office hours or by appointment via zoom. Teaching Assistants will schedule their own office hours and they have the option to meet in person or via zoom. My regular office hours will be on **Thursdays via zoom from 10:45-noon or by appointment.**

I would recommend you submit written questions by email or on the Discussion Board on Blackboard before meeting. If you send me questions by e-mail, I may not respond immediately; but instead, will answer them in class as part of a short questions session at the beginning of class on Mondays. For the first ten minutes of Monday’s class, I will discuss the questions posted for the previous week. If after class discussion you still have questions, you are encouraged to meet with me. I find this method helps you because the exercise of writing the question itself may help to clear up misunderstandings, and most likely your classmates have similar questions and it helps them think about the issues as well. That said, I encourage students to ask questions in person when needed.

Instructional Methods

A variety of instructional methods will be used in class, as I have found that a mixture helps students with different learning styles. Among those methods, I will use Socratic method where I will random call on students to present the assignments for that day. I

also use discussion, problem solving and analysis, and interactive exercises, as well as lecture.

Final Exam

The FINAL EXAM be on **December 15, 2021 from 9:00am-1:00pm**. It will be a PARTIALLY CLOSED BOOK, exam. You will be allowed to bring only your Restatement/UCC book. It will be worth 85%% of your grade. A Midterm Practice Exam (ungraded) will be provided on **October 7, 2021** during class time and it will be part of your participation grade, which is 15%. The midterm is primarily to assess your progress with the material. The format of the exam will be announced toward the end of the semester.

Students With Disabilities

Per the UHLC Student Handbook: “Requests for accommodations should be directed first to the Associate Dean for Student Affairs, with appeal to the Associate Dean for Academic Affairs. Students with disabilities who feel that their requests for accommodations have not been appropriately addressed by the Law Center should address these complaints to the Executive Director of Affirmation Action (713) 743-8835.”

Student Health

Per the UHLC Student Handbook: “Physical or mental health problems can adversely affect a student’s academic performance. Students may wish to seek counseling from the University Office of Counseling and Testing at (713) 743-5454, or from the University of Houston Medical Health Service Center at (713) 743-5151.”

The University of Houston’s Counseling and Psychological Services (CAPS) (<http://www.uh.edu/caps>) can help students who are having difficulty managing stress, adjusting to the demands of a professional program, or feeling sad and hopeless. To schedule an appointment with CAPS, please call (713) 743-5454. No appointment is necessary for the “Let’s Talk” program (http://www.uh.edu/caps/outreach/lets_talk.html), a drop-in consultation service at convenient locations and hours around campus.

Honor Code

UHLC’s Honor Code applies throughout this course, including participation and the completion of assessments.