

**CONTRACTS
SPRING 2023**

SYLLABUS

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Office Hours: Monday, Wednesday, 12:00 p.m. – 1:00 p.m. (in office) and by appointment.

TEXTS

1. PROBLEMS IN CONTRACT LAW: CASES AND MATERIALS (8TH ED.) by Knapp, Crystal and Prince.
2. The second text is a companion text to the casebook that includes sections of the Restatement of Contracts 2d, the Convention on Contracts for the International Sale of Goods (the CISG), and the Uniform Commercial Code (the UCC). The UCC is state legislation, drawn up by a team of scholars and experts, and adopted, at least partially, by every state's legislature. In this sense, it is "national" -- although it is not federal legislation. Conversely, the Restatement is not legislation at all; it is a compilation of generally accepted contract principles. Although not "law" in the sense of legislation, it can be very persuasive with judges and, as you will see as you read the cases, it is frequently cited in judicial opinions.

CLASS PARTICIPATION AND ATTENDANCE

Attendance: The Law Center Student Handbook reads in part: "The Law Center has a minimum 80% attendance policy for students. Any student who attends fewer than the minimum percentage of classes may be dropped automatically from the class. Faculty members are free to impose stricter attendance standards. Faculty members may consider those who come in late or leave early as absent, or may decline to let a late student attend that day."

You must come to class unless you have a legitimate reason for not doing so. Illness is a legitimate reason. Out of consideration for your colleagues, do not come to class if you are ill. I will keep track of attendance and I expect you to do the same. Absences in violation of law center policy may be sanctioned by a reduction in the final grade or, in egregious cases, by involuntary withdrawal from the class.

Participation: I expect everyone to have read and thought about the problems and the cases and other readings assigned for each day's class. This is for your benefit, as learning is not a passive endeavor. It is also for my benefit, so that I can see how you're thinking about the class, and to know where I've been unclear in my presentation.

Illness or other issues: If you miss class due to illness or for any other reason, please get notes from your colleagues. If someone asks you for notes for a missed day of class, I expect you to do the human thing and share with them the notes for that day. This is different than being asked for your notes for every day, of the course. You may also discuss what you missed with me, but please do so as soon as possible after you have returned from your illness (but not while you are contagious).

EXAMS AND GRADING

I will give a practice exam toward the midpoint of the course. It will be ungraded, but we will go over the exam in class.

There will be one final exam. Your exam will be comprehensive, 24-Hour take home. You will be allowed to bring to the exam whatever (inanimate) objects bring you comfort, except (i) those prohibited by law and University Policy; (ii) commercial outlines, and; (iii) outlines created by other students (apart from any group outlines created by students consisting entirely of members of this course). More information on the final exam will be provided before the exam period.

CLASS TIMES AND OFFICE HOURS

Class Meeting Times: M 6:00 p.m. – 7:20 and W 6:00 p.m. – 8:40 p.m.

Class Location: TBD

Office Hours: MW 12:00 p.m. – 1:00 p.m.

READING ASSIGNMENTS

1. Read and bring the Syllabus to class (copy on your computer is fine). Read Text (Knapp, Crystal & Prince 8th ed.), pp. 1-41. Read Restatement (Second) of Contracts [R2] Sections 1, 2, 4, 17(1), and 20. Cf. (means “compare”) section 20 with section 153.
2. *Lucy v. Zehmer*, 84 S.E.2d 516 (Va. 1954). The case will be e-mailed to you.
3. Timing Issues: Offer & Acceptance, pp. 41-51 (class discussion will focus on *Lonegran* and the notes). R2 sections 24, 26, 36.
4. O&A continued: pp. 60-75, R2 45, 25.

5. Other Mutual Assent issues: Harlow & Jones, 424 F. Supp. 770 (will be emailed to you) and comment; UCC 2-204(1), 2-207(3)), pp. 75-83 (*Walker v. Keith* and notes)
6. Consideration: Text, pp. 98-105; *Kirksey v. Kirksey*, 8 Ala. 131 (1845)(case will be e-mailed). *Hamer* and *Kirksey*. R2d 71, 79.
7. Text, pp. 105-132. *Pennsy* and *Plowman*.
8. *Batsakis v. Demotsis*, 226 S.W.2d 673 (1949)(case will be e-mailed).
9. Promissory Estoppel: Read *Wright v. Newman*, 467 S.E.2d 533 and *Greiner v. Greiner*, 293 P. 759 (cases will be e-mailed).
10. Read pp. 213-240. Class will focus on *King* and *Katz*.
11. Text, pp. 241-50. Class will focus on *Aceves*.
12. Text, pp. 260-270. R2 45, 87(2), and 90. Class will focus on *Baird* and *Drennan*.
13. Text, pp. 251-259 and 270-276. Class will focus on *Berryman* and *Pop's*.
14. Electronic Contracting. Text, pp. 190-207.
15. Restitution in the absence of agreement. Text, pp. 282-292. Restatement of Restitution 116 (quoted on p. 289 of the text) and 117. Read *Pelo*. And pp. 294-301. Read *Commerce*.
16. Promissory Restitution, pp. 314-326. Read *Mills* and *Webb*.
17. Statute of Frauds. Text, pp. 333-363. Read the three cases.
18. Statute of Frauds: UCC Text, pp. 366-375. Read *Hart*.
19. TAKE PRACTICE EXAM. We will go over it the following class.
20. Implied Promises: Text, pp. 471-480. Read *Wood* and *Leibel*. Good Faith: Text, pp. 498-502. Brief *Morin*
21. Good Faith continued: Text, pp. 503-525. Read *Locke* and *Donahue*.
22. Requirement of Sufficient Certainty: Text, pp. 75-82. Revisit *Walker*. Ambiguous Terms/No Mutual Assent. Read and brief *Raffles v. Wichelhaus*. 159 Eng. Rep. 375 (1864)(The Peerless Case)(will be emailed to you).
23. Ambiguity Prong of the PER: Text, pp. 422-435 (skip note 1 on p. 431). Brief *Taylor*. Contextualist Methodology: Text, pp. 393-401. Class will focus on *Frigalment*.

24. Whose Meaning? Text, pp. 381-393, 401-411. Read *Joyner* and *C & J Fertilizer*.
25. Integration Prong of the PER; Read *Mitchell v. Lathe*, 160 N.E. 646 (1928). Text, pp. 414-3421, and note 1, p. 431. Read *Thompson*.
26. Integration continued. Text, pp. 435-462. Read *Sherrod* and *Nanakuli*.
27. Problems p. 463/ Express Conditions: Text, pp. 785-800. Read *exXco*.
28. Implied or Constructive Conditions: Text, pp. 809-21. Read *Jacob & Youngs*.
29. Implied or Constructive Conditions: Text, pp. 821-28. Read *Sackett*.
30. Defenses and Excuses. Text, pp. 555-583. We will briefly go over minority and mental incapacity, and focus on duress (*Totem Marine*).
31. Undue Influence, Misrepresentation and Nondisclosure: Text, pp. 584-616. Read *Odorizzi, Syester, Stechschulte*.
32. Unconscionability and Public Policy: Text, pp. 622-632, 662-691. Read *Williams, Valley Medical* and *In re Baby*. Prepare Problem 7-3 for discussion in class (page 694).
33. Mistake: Text, pp. 701-723. Read *Lewanee* and *DePrince*.
34. Mistake: Changed Circumstances: Pp. 724-754. Read *Waddy* and *Mel Frank*. Problem 8-1.
35. Changed Agreements/Modifications: pp. 757-784. Read *Alaska Packers, Kelsey-Hayes* and *Brookside Farms*.
36. Contract Remedies: Text, pp. 851-857, 1012-1014.
37. Restrictions on Recovery: Text pp. 874-883, p. 875 note 2 - p. 877, Comment, pp. 939-941. Prob. 10-1, page 941.
38. Practice Assignment: Spot the issues with the standard lease form.
39. Review and hand out Final Exam.

THE COMPLETE LIST OF MANDATORY AND RECOMMENDED SYLLABUS LANGUAGE

The University of Houston or other regulators require the following language. To the extent that the University changes any language after this syllabus was drafted and required to be submitted, the University's new language governs and not that contained in the syllabus. Should this syllabus fail to include mandatory syllabus language the University requires, that language still applies to the course even if it is not expressly provided in this syllabus. **As the University requires my syllabus many months in advance of the course commencing yet frequently mandates updates days before the semester commences, you should check the posted online syllabus for such changes at the beginning of the semester.**

ABA Mandatory Syllabus Language

Learning Outcomes: Through and as a result of this course, students will: (1) demonstrate understanding of the tools of contract analysis (see course title); (2) demonstrate understanding of basic issues of contract law (see course title); (3) understand judicial review of contract litigation (implied in course title but see course description) and (4) understand the economic implications of enforcement or lack of enforcement of promises (see course title).

UNIVERSITY OF HOUSTON SYLLABUS LANGUAGE: SPRING 2023

Required Language for Courses with a Face-to Face Component (Received by Professor on 8/16/2022)

REQUIRED LANGUAGE FOR COURSES WITH A FACE-TO FACE COMPONENT

IF YOU ARE EXPERIENCING ANY COVID-19 SYMPTOMS THAT ARE NOT CLEARLY RELATED TO A PRE-EXISTING MEDICAL CONDITION, DO NOT COME TO CLASS. PLEASE SEE [STUDENT PROTOCOLS](#) FOR WHAT TO DO IF YOU EXPERIENCE SYMPTOMS AND [POTENTIAL EXPOSURE TO CORONAVIRUS](#) FOR WHAT TO DO IF YOU HAVE POTENTIALLY BEEN EXPOSED TO COVID-19.

REQUIRED LANGUAGE FOR ALL COURSES

COVID-19 INFORMATION

STUDENTS ARE ENCOURAGED TO VISIT THE UNIVERSITY'S [COVID-19](#) WEBSITE FOR IMPORTANT INFORMATION INCLUDING DIAGNOSIS AND SYMPTOM PROTOCOLS, ON-CAMPUS TESTING, AND VACCINE INFORMATION. PLEASE CHECK THE WEBSITE THROUGHOUT THE SEMESTER FOR UPDATES.

VACCINATIONS

DATA SUGGESTS THAT VACCINATION REMAINS THE BEST INTERVENTION FOR RELIABLE PROTECTION AGAINST COVID-19. STUDENTS ARE ASKED TO FAMILIARIZE THEMSELVES WITH PERTINENT [VACCINE INFORMATION](#) AND TO CONSULT WITH THEIR HEALTH CARE PROVIDER. THE UNIVERSITY STRONGLY ENCOURAGES ALL STUDENTS, FACULTY AND STAFF TO BE VACCINATED.

REASONABLE ACADEMIC ADJUSTMENTS/AUXILIARY AIDS

THE UNIVERSITY OF HOUSTON COMPLIES WITH SECTION 504 OF THE REHABILITATION ACT OF 1973 AND THE AMERICANS WITH DISABILITIES ACT OF 1990, PERTAINING TO THE PROVISION OF REASONABLE ACADEMIC ADJUSTMENTS/AUXILIARY AIDS FOR DISABLED STUDENTS. IN ACCORDANCE WITH SECTION 504 AND ADA GUIDELINES, UH STRIVES TO PROVIDE REASONABLE ACADEMIC ADJUSTMENTS/AUXILIARY AIDS TO STUDENTS WHO REQUEST AND REQUIRE THEM. IF YOU BELIEVE THAT YOU HAVE A DISABILITY REQUIRING AN ACADEMIC ADJUSTMENTS/AUXILIARY AID, PLEASE CONTACT [THE JUSTIN DART JR. STUDENT ACCESSIBILITY CENTER](#) (FORMERLY THE JUSTIN DART, JR. CENTER FOR STUDENTS WITH DISABILITIES).

RECORDING OF CLASS

STUDENTS MAY NOT RECORD ALL OR PART OF CLASS, LIVESTREAM ALL OR PART OF CLASS, OR MAKE/DISTRIBUTE SCREEN CAPTURES, WITHOUT ADVANCED WRITTEN CONSENT OF THE INSTRUCTOR. IF YOU HAVE OR THINK YOU MAY HAVE A DISABILITY SUCH THAT YOU NEED TO RECORD CLASS-RELATED ACTIVITIES, PLEASE CONTACT THE [JUSTIN DART, JR. STUDENT ACCESSIBILITY CENTER](#). IF YOU HAVE AN ACCOMMODATION TO RECORD CLASS-RELATED ACTIVITIES, THOSE RECORDINGS MAY NOT BE SHARED WITH ANY OTHER STUDENT, WHETHER IN THIS COURSE OR NOT, OR WITH ANY OTHER PERSON OR ON ANY OTHER PLATFORM. CLASSES MAY BE RECORDED BY THE INSTRUCTOR. STUDENTS MAY USE INSTRUCTOR'S RECORDINGS FOR THEIR OWN STUDYING AND NOTETAKING. INSTRUCTOR'S RECORDINGS ARE NOT AUTHORIZED TO BE SHARED WITH *ANYONE* WITHOUT THE PRIOR WRITTEN APPROVAL OF THE INSTRUCTOR. FAILURE TO COMPLY WITH REQUIREMENTS REGARDING RECORDINGS WILL RESULT IN A DISCIPLINARY REFERRAL TO THE DEAN OF STUDENTS OFFICE AND MAY RESULT IN DISCIPLINARY ACTION.

SYLLABUS CHANGES

DUE TO THE CHANGING NATURE OF THE COVID-19 PANDEMIC, PLEASE NOTE THAT THE INSTRUCTOR MAY NEED TO MAKE MODIFICATIONS TO THE COURSE SYLLABUS AND MAY DO SO AT ANY TIME. NOTICE OF SUCH CHANGES WILL BE ANNOUNCED AS QUICKLY AS POSSIBLE VIA EMAIL.

UNIVERSITY RECOMMENDED LANGUAGE

RESOURCES FOR ONLINE LEARNING

THE UNIVERSITY OF HOUSTON IS COMMITTED TO STUDENT SUCCESS, AND PROVIDES INFORMATION TO OPTIMIZE THE ONLINE LEARNING EXPERIENCE THROUGH OUR [POWER-ON](#) WEBSITE. PLEASE VISIT THIS WEBSITE FOR A COMPREHENSIVE SET OF RESOURCES, TOOLS, AND TIPS INCLUDING: OBTAINING ACCESS TO THE INTERNET, ACCESSUH, AND BLACKBOARD; REQUESTING A LAPTOP THROUGH THE LAPTOP LOANER PROGRAM; USING YOUR SMARTPHONE AS A WEBCAM; AND DOWNLOADING MICROSOFT OFFICE 365 AT NO COST. FOR QUESTIONS OR ASSISTANCE CONTACT UHONLINE@UH.EDU.

UH EMAIL

PLEASE CHECK AND USE YOUR COUGARNET EMAIL FOR COMMUNICATIONS RELATED TO THIS COURSE. TO ACCESS THIS EMAIL, [LOGIN](#) TO YOUR MICROSOFT 365 ACCOUNT WITH YOUR COUGARNET CREDENTIALS.

TITLE IX/SEXUAL MISCONDUCT

PER THE UHS SEXUAL MISCONDUCT POLICY, YOUR INSTRUCTOR IS A “RESPONSIBLE EMPLOYEE” FOR REPORTING PURPOSES UNDER TITLE IX REGULATIONS AND STATE LAW AND MUST REPORT INCIDENTS OF SEXUAL MISCONDUCT (SEXUAL HARASSMENT, NON-CONSENSUAL SEXUAL CONTACT, SEXUAL ASSAULT, SEXUAL EXPLOITATION, SEXUAL INTIMIDATION, INTIMATE PARTNER VIOLENCE, OR STALKING) ABOUT WHICH THEY BECOME AWARE TO THE TITLE IX OFFICE. PLEASE KNOW THERE ARE PLACES ON CAMPUS WHERE YOU CAN MAKE A REPORT IN CONFIDENCE. YOU CAN FIND MORE INFORMATION ABOUT RESOURCES ON THE TITLE IX WEBSITE AT [HTTPS://UH.EDU/EQUAL-OPPORTUNITY/TITLE-IX-SEXUAL-MISCONDUCT/RESOURCES/](https://UH.EDU/EQUAL-OPPORTUNITY/TITLE-IX-SEXUAL-MISCONDUCT/RESOURCES/).

SECURITY ESCORTS AND COUGAR RIDE

UHPD CONTINUALLY WORKS WITH THE UNIVERSITY COMMUNITY TO MAKE THE CAMPUS A SAFE PLACE TO LEARN, WORK, AND LIVE. OUR SECURITY ESCORT SERVICE IS DESIGNED FOR THE COMMUNITY MEMBERS WHO HAVE SAFETY CONCERNS AND WOULD LIKE TO HAVE A SECURITY OFFICER WALK WITH THEM, FOR THEIR SAFETY, AS THEY MAKE THEIR WAY ACROSS CAMPUS. BASED ON AVAILABILITY EITHER A UHPD SECURITY OFFICER OR POLICE OFFICER WILL ESCORT STUDENTS, FACULTY, AND STAFF TO LOCATIONS BEGINNING AND ENDING ON CAMPUS. IF YOU FEEL THAT YOU NEED A SECURITY OFFICER TO WALK WITH YOU FOR YOUR SAFETY PLEASE CALL [713-743-3333](tel:713-743-3333). ARRANGEMENTS MAY BE MADE FOR SPECIAL NEEDS.

PARKING AND TRANSPORTATION SERVICES ALSO OFFERS A LATE-NIGHT, ON-DEMAND SHUTTLE SERVICE CALLED COUGAR RIDE THAT PROVIDES RIDES TO AND FROM ALL ON-CAMPUS SHUTTLE STOPS, AS WELL AS THE MD ANDERSON LIBRARY, COUGAR VILLAGE/MOODY TOWERS AND THE UH TECHNOLOGY BRIDGE. RIDES CAN BE REQUESTED THROUGH THE UH GO APP. DAYS AND HOURS OF OPERATION CAN BE FOUND AT [HTTPS://UH.EDU/AF-UNIVERSITY-SERVICES/PARKING/COUGAR-RIDE/](https://UH.EDU/AF-UNIVERSITY-SERVICES/PARKING/COUGAR-RIDE/).

HELPFUL INFORMATION

COOGS CARE: [HTTPS://UH.EDU/DSA/COOGSCARE/](https://UH.EDU/DSA/COOGSCARE/)

STUDENT HEALTH CENTER: [HTTPS://WWW.UH.EDU/HEALTHCENTER/](https://WWW.UH.EDU/HEALTHCENTER/)