

CONTRACTS

Spring 2024 M/W 1:00-2:20 pm, Room TBA

Syllabus

Professor Hung “Huck” Nguyen (he, him) [email???](#)

Office hours [???](#): Wednesdays, [???](#) pm and by [appointment](#) via Zoom

ADMINISTRATION & ORGANIZATION

This course examines legally enforceable promises. The topics include contract formation, contract interpretation, the performance of contractual obligations, defenses to breaches of contract, and remedies.

Course Materials

- CHARLES L. KNAPP ET AL., PROBLEMS IN CONTRACT LAW: CASES AND MATERIALS (10th ed. 2024).

CHARLES L. KNAPP ET AL., Rules of Contract Law, 2019-2020: Selections from the Uniform Commercial Code, the CISG, the Restatement (Second) of Contracts, and the UNIDROIT Principles, with Material on Contract Drafting, Sample Examination Questions, and Supplemental CISG Cases (2019) [or similar collection of Rules of Contract Law, containing Uniform Commercial Code and Restatement (Second) of Contracts]

OR:

- Digital Bundle: CHARLES L. KNAPP ET AL., PROBLEMS IN CONTRACT LAW: CASES AND MATERIALS (10th ed. 2024), <https://www.aspenpublishing.com/DigitalBundle-Knapp-ContractLaw10e-2024-2024Supp-CQ>

Course Requirements and Grading

You are expected to participate actively in class and pass the final exam. Your grade will be based on the final exam at the end of the semester; repeated failure to prepare for class can negatively impact your grade. Attendance is required and expected; excessive absences may render you ineligible to receive credit for the course. If you have to miss a session, please let me know in advance.

Readings

I try to keep readings manageable (if you experience them as not manageable → Feedback). Readings marked as *optional* are optional; even for a good grade, you are not expected to study these.

Class Time

I want this course to be interactive. I appreciate your thoughts, questions, and contributions. I will primarily rely on volunteers and reflection note writers, but I will call on everyone.

Office Hours & Time to Talk

I am available for office hours on Wednesdays [from ???](#) No appointment is necessary during these times; just come to my office ([???](#)). You can also always set up a virtual meeting with

me via email ??? (please suggest three times slots that work for you) or [Calendly](#) outside of these periods. Either way, your questions are always welcome, and I am happy to help with any concerns you might have—whether these are contract law related or more general.

Feedback

Formal class evaluations often come too late to adjust the courses they evaluate. *Please don't wait* until it is too late. Let me know what you like and what I should improve. I value and appreciate feedback in any form and at any time. Is the reading too much or too light? Are we proceeding too fast or too slow? Are there additional issues that you would like to discuss? Are you looking for more resources on specific topics? Is everything just perfect? Whatever it is, *please* share it.

Honor Code

The UHLC Honor Code applies to all aspects of this course. You are responsible for knowing all Honor Code provisions and for complying with the Honor Code. Please inquire if you have any questions regarding how the Honor Code's provisions apply to specific activities or situations related to this course. Your continuing enrollment in this course is deemed to be a pledge by you under the Honor Code to comply with the Honor Code in relation to this course and to comply with the instructions in the course syllabus.

AI Generated Text

The software technology known as artificial intelligence has recently expanded its capability to generate text (AI Generated Text). Examples of the technology include what are known as “generative” large language models (LLMs), and a specific implementation what is well known in the general public is ChatGPT. These systems can generate text in response to prompts and/or input of other text/documents/code/images. The output, the AI Generated Text, appears to have human mimicking “intelligence” and is thus potentially usable as a substitute for written work product one might generate themselves. AI Generated Text can include computer code or programs as well as human language content. Your continuing enrollment in this course is deemed to be a pledge by you under the Honor Code to not prompt, generate, obtain, read, or use any AI Generated Text in relation to the final exam or during class time. This applies to AI Generated Text from yourself or others. This specifically extends to the plagiarism policy and unauthorized aid/materials parts of the Honor Code: AI Generated Text will be treated as from another/other in applying the plagiarism policy to this course.

You may use AI Generated Text to

- create content for an outline that you use to summarize the course content;
- “converse” with the AI Generated Text software system to create hypotheticals to better understand course content, alone or with others;
- develop drafts or outlines for *reflection notes*;
- check *reflection notes* drafted by you for misspellings, grammar and punctuation errors, strength and clarity of prose, verbosity, effective transitional language and thesis sentences, word choice, excessive passive voice, and like things.

Pronouns and Chosen Names

I want to address each of you in a manner that corresponds to your identity. Although mistakes happen, chosen names and preferred pronouns will be respected in my classroom. 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.

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.

Mental Health and Wellness Resources

The University of Houston has a number of resources to support students' mental health and overall wellness, including CoogsCARE and the UH Go App. UH Counseling and Psychological Services (CAPS) offers 24/7 mental health support for all students, addressing various concerns like stress, college adjustment and sadness. CAPS provides individual and couples counseling, group therapy, workshops and connections to other support services on and off-campus. For assistance visit uh.edu/caps, call 713-743-5454, or visit a Let's Talk location in-person or virtually. Let's Talk are daily, informal confidential consultations with CAPS therapists where no appointment or paperwork is needed.

- The Student Health Center offers a Psychiatry Clinic for enrolled UH students. Call 713-743-5149 during clinic hours, Monday through Friday 8 a.m. - 4:30 p.m. to schedule an appointment.
- The A.D. Bruce Religion Center offers spiritual support and a variety of programs centered on well-being.
- Need Support Now? - If you or someone you know is struggling or in crisis, help is available. Call CAPS crisis support 24/7 at 713-743-5454, or the National Suicide and Crisis Lifeline: call or text 988, or chat 988lifeline.org.

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/>.

Syllabus Changes

Please note that this syllabus is a living document; the syllabus will be completed as the course progresses. This allows me to adjust the course to our progress and incorporate feedback.

TOPICS & ASSIGNMENTS

Jan 15, 2024 Martin Luther King, Jr. holiday

Jan 17, 2024: 1. Intro & Intention to Be Bound

- Syllabus
- CB, 1-33
- R2C, §§ 1, 2, 21

Jan 22, 2024: 2. O&A in Bilateral Contracts

- CB, 34-49
- R2C, §§ 17, 18, 24, 25, 26, 36

Jan 24, 2024: 3. O&A in Unilateral Contracts

- CB, 49-65

Jan 29, 2024: 4. Postponed Bargaining

- CB, 66-87
- R2C, §§ 33; UCC § 2-305

Jan 31, 2024: 5. Consideration I: Functions

- CB, 87-105
- R2C, §§ 71, 72, 75

Feb 5, 2024: 6. Consideration II: Lawyer's Role & Principal/Agent

- CB, 105-123

Feb 7, 2024: 7. Contract Formation, Art. 2 UCC

- CB, 133-147 (not: Comment on CISG)
- UCC § 2-204

Feb 12, 2024: 8. Qualified Acceptance

- CB, 147-158
- UCC § 2-207

Feb 14, 2024: 9. Electronic and "Layered" Lawyering

CB, 181-208

Feb 19, 2024: 10. Promissory Estoppel I: Family & Charity

- CB, 213-235

Feb 21, 2024: 11. Promissory Estoppel II: Commercial Context

- CB, 235-252 (not “Comment: The Status and Future of Promissory Estoppel”)

Feb 26, 2024: 12. Liability w/out Acceptance: Option Contract

- CB 253-262
- Recall: R2C, §§ 25, 45

Feb 28, 2024: 13. Liability w/out Acceptance: Reliance on Unaccepted Offer

- CB 262-272, 284-285
- R2C, § 90, incl comments

Mar 4, 2024: 14. Restitution w/out promise

- CB 286-304
- R2C, § 344, 370-372

Mar 6, 2024: 15. Promissory Restitution

- CB 317-329

March 11-16, 2024: SPRING BREAK - No Class

Mar 18, 2024: 16. Statute of Frauds I: General Principles

- CB 335-358
- R2C, §§ 110, 129, 130, 131, 132, 139

Mar 20, 2024: 17. Statute of Frauds II: General Principles & UCC

- CB 360-369, 372-382
- UCC § 2-201

Mar 25, 2024: 18. Parol Evidence Rule I

- CB 429-440; 451-454 (Notes 3-6)
- R2C: §§ 209, 210, 213

Mar 27, 2024: 19. Parol Evidence Rule II

- CB 454-475

Apr 1, 2024: 20. Good Faith I

- CB 496-517
- R2C: § 205

Apr 3, 2024: 21. . Minority & Mental Incapacity

- CB 575-596

Apr 8, 2024: 22. Duress and Undue Influence

CB 597-632

Apr 10, 2024: 23. Misrepresentation and Nondisclosure

CB 632-661

Apr 15, 2024: 24. Unconscionability

CB 661-705

Apr 17, 2024: 25. Express Conditions

CB 827-850

Apr 22, 2024: 26. Material Breach

CB 850-870

Apr 24, 2024: 27. Expectation Damages – Computing the Value of Plaintiff's Expectations

CB 893-922