

**UNIVERSITY OF BALTIMORE SCHOOL OF LAW**  
**FALL 2020**

**Course:** Contracts I  
Course Number: LAW 602  
Section Number: 329

**Instructor:** Professor Michael Meyerson  
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**Office Hours:** I will set up Zoom “office hours” at the following times:  
Tuesdays 10:30- 12:00  
Thursdays: 10:30 – 1:00

**IMPORTANT:** If you cannot find a time that is convenient to you, *please* let me know and we will find a mutually convenient time to talk. You should be assertive in making appointments.

**Course Description:**

This course will present an introduction to the formation of contractual arrangements. Among the topics covered will be mutual assent, including offer and acceptance; consideration; promissory estoppel; and the statutes of fraud.

**Course Web Site:**

This course has a TWEN page that will contain this syllabus, announcements, the class assignments, and other class materials. You are responsible for self-enrolling in the TWEN page and for checking it regularly for course information.

**Course Materials:**

Most of the cases we will be reading this semester are in the course packet that is posted on the course TWEN site. Additional readings may be distributed throughout the semester.

**Student Learning Outcomes:**

Students will learn the rules of offer, acceptance and consideration; they will learn how to structure legal arguments in a logical sequence; they will learn how to be precise with legal language; and they will learn how to apply the concept of “objective intent.” They will also learn how to work collaboratively to solve legal problems.

**Grades:** Your grade will be determined as followed:

10%: Homework [We will discuss this in class]

10%: Midterm examination

80%: Final examination.

I reserve the right to lower grades for inadequate class attendance, preparation, and participation.

**Course Expectations:**

American Bar Association Standards for Law Schools establish *minimum* guidelines for the amount of work students should expect to complete for each credit earned. Under these *minimum* guidelines, students should expect approximately one hour of classroom instruction and two hours

of out-of-class work per week for each credit earned in a class. Far more time is needed for a good or excellent grade.

You are also expected to complete all reading and written assignments before class, to participate consistently in class discussion, to work collaboratively on all group assignments, and to be able to demonstrate that you have read and reflected on the issues raised in each assignment.

## OVERALL COURSE STRUCTURE

Our class will be on-line, in all likelihood for the entire semester. The good news is that we have learned that law schools can be taught effectively on-line, if both professor and students adapt to our brave new world.

Before you begin the first class reading, please watch the “Introduction to class” video on Panopto. That lecture, as well as the taped lectures for the course, will be found through this link:

<https://ubalt.hosted.panopto.com/Panopto/Pages/Sessions/List.aspx?folderID=eba9f971-f578-4db1-b029-abfb00ccbea2>

Note that this is also the link that will permit you to watch the informal “meet and greet” that your section’s professors held with some students in July.

- The current expectation is that each class “session” will have the following components:
- 1) First, you will need to **read** the assigned cases, marking up the rules the court has given and the critical facts that the court relies on in determining which party wins the case (We will discuss this skill a lot this semester).
  - 2) Next, you will need to view a **taped** lecture that builds on the reading. This tape will require you to answer several multiple choice questions to make sure that you have read the material seriously.
  - 3) After viewing the lecture, there will be a few short questions for which you will need to write out answers, and place in the course **TWEN drop box** (more on that later)
  - 4) Finally, the class will meet with me for a **live Zoom class**.

Here are the details for each of these four steps:

### **1) Reading for Class:**

You must read all of the assigned material before watching the taped lecture. Most of the cases we will be reading this semester are in the course packet. Additional readings may be distributed throughout the semester.

You must be an “active reader” of the cases. That means you will need to physically note where, in each case, the court has described a) the rule (or, more likely, rules) of law; b) the “legally significant facts,” and (sometimes) c) the reason for a particular rule. One of the most important skills is to be able to write a revised version of each legal rule so that a smart ninth-grader can understand it.

Non-required study material: Some students have found certain supplemental books to be useful, though none are required. In particular, students have found the following hornbooks or

treatises helpful both in preparing for class and for exams: Brian A. Blum, **Examples & Explanations: Contracts** (any recent edition); Farnsworth, **Contracts** (4<sup>th</sup> ed in paper, 2004), **Murray on Contracts** (5th ed. 2011), and Calamari and Perillo **Hornbook on Contracts** (7<sup>th</sup> ed. 2014).

In contrast to the above books, students have found that commercial outlines and bar review texts can actually be detrimental to their performance on exams. These outlines generally focus on material that I consider irrelevant and are sometimes simply incorrect.

## 2) Watching the taped lecture:

You must watch the taped lecture for a class before doing the work for the drop box for that class. Most of the pre-class taped lectures will have short multiple choice questions about the class reading embedded throughout them. You will need to answer each question before continuing with the tape.

## 3) TWEN Drop Box

Before midnight on the day of class, you will need to answer the “drop box” questions that I will post on our class TWEN site, and place them in the drop box for that particular class. For these questions, you will need to write short, grammatical sentences.

## 4) Live Zoom Classes (Please familiarize yourself with Zoom and its functions prior to our first class.)

**IMPORTANT:** For every Zoom class, please make sure you have easy access to the reading and notes you took during the taped lecture as well as your answers to the drop box questions.

To be marked in attendance, you must use your **ubalt.edu** email address when you sign in through Zoom. For your “display name,” when setting up your name in Zoom’s profile, please add before your first name the honorific (Mr., Ms., Mx., etc.) that you would like me to use when speaking with you.

Please do not use Chromebooks/Chrome OS or Zoom Rooms to join the live class as you will not be able to access critical features we need.

Live classes will be held on Tuesdays and Thursdays between 9:00 -10:15. In order to make the class more personal, I will divide the class into two groups, one will meet from 9:00 -9:35, the other will meet from 9:40- 10:15. I will be sending out the Zoom evite with password via email.

Please enter class with your microphone muted.

During class, you must have your video on. If you have extraordinary circumstances that make it impossible or uncomfortable to use video, please reach out to me before class.

Zoom's chat function will be enabled so that students can chat with me, but not each other, during class. Please feel free to send me a chat during class with either a personal question or comment, or a question that I can share with the class.

Much of our Zoom class time will be spent divided into small groups, working on problems. Everyone in the group must participate on every problem.

Please do not share the password for the class with non-class members.

We will be figuring this technology and this means of learning together. Please be kind to your fellow classmates (and your professor) as we will all likely make mistakes and we will surely have to make adjustments as we go.

Under University Policy, faculty are required to record Zoom classes for the purposes of accommodating a disability, for students who cannot attend or so students who wish to review may have access to the full class content. All recordings are for the sole use of the class and may not be reproduced by students for any other purpose. Faculty cannot reproduce students' voices or images from the class for any other purpose without additional student consent. All such recordings are protected by a UB login process based on where they are posted. Students may mute their microphone or turn off their camera if they do not consent to be recorded, but this may mean they need to find additional ways to participate in the class discussion. In addition, students who turn off their camera and do not remain present for the class session may be subject to the Honor Code for misrepresenting attendance.

### **Class Attendance and Preparation:**

You are required to attend class regularly and be prepared for class; adequate class attendance, preparation, and participation are also essential if you wish to understand the material.

Class attendance is a primary obligation of each student whose right to continued enrollment in the course and to take the examination is conditioned upon a record of attendance satisfactory to the professor. You are entitled to 3 absences per semester. A student with more than 3 unexcused absences will not be permitted to take the final and will receive a grade of FA (failure due to excessive absence). You will be marked absent for any class if you have either a) have not watched the taped lecture and answered its questions, b) have not submitted a good faith effort for that class's drop box questions, or b) have not attended and participated in the live class you were assigned to.

I reserve the right to decrease a grade for unsatisfactory class participation or preparation.

### **Academic Integrity:**

We in the legal profession take the Honor Code very seriously. It will be considered a violation of the Honor Code if you use other people's work in answering either questions during the taped class or the drop box question. Using language for your assignments from other students or any outside sources, including on-line resources, is considered plagiarism, and will result in either a loss of points for your grade or other disciplinary proceedings.

Students are obligated to refrain from acts that they know or, under the circumstances, have reason to know will impair the academic integrity of the University and/or the School of Law.

Violations of academic integrity include, but are not limited to: cheating; plagiarism; misuse of library materials; use of another's book or study materials without consent; unapproved multiple submissions; material misrepresentation of one's academic history or standing; misrepresentation of any academic matter; intentionally giving another student false or inaccurate information about class requirements; inappropriate discussion of exams; and misrepresenting or falsifying class attendance reports. The School of Law Honor Code and information about the process is available at [https://law.ubalt.edu/academics/policiesandprocedures/honor\\_code/index.cfm](https://law.ubalt.edu/academics/policiesandprocedures/honor_code/index.cfm).

**Class Cancellation:**

If I must cancel a class, notices will be sent to students via email.

**Course Evaluations**

It is a requirement of this course that students complete a course evaluation. The evaluation will be available later in the semester and is entirely anonymous. Faculty members will not have access to the feedback provided on course evaluations until after all grades are submitted.

**Title IX Sexual Misconduct and Nondiscrimination Policy:**

The University of Baltimore's Sexual Misconduct and Nondiscrimination policy is compliant with Federal laws prohibiting discrimination. Title IX requires that faculty, student employees and staff members report to the university any known, learned or rumored incidents of sex discrimination, including sexual harassment, sexual misconduct, stalking on the basis of sex, dating/intimate partner violence or sexual exploitation and/or related experiences or incidents. Policies and procedures related to Title IX and UB's nondiscrimination policies can be found at: <http://www.ubalt.edu/titleix>.

**Disability Policy:**

If you are a student with a documented disability who requires an accommodation for academic programs, exams, or access to the University's facilities, please contact Keri Hickey, Director of Student Support in the Office of Academic Affairs, at [khickey@ubalt.edu](mailto:khickey@ubalt.edu).

**Student Success Resources:**

The University provides a wide range of "Student Success Resources." They can be located via the following link:

[Student Success Resources](#)

## ASSIGNMENTS

(Note: The pages and questions associated with each assignment will be listed on our course TWEN site.)

### **Assignment 1**                      **UCC or Common Law?**

Read the background to both the UCC & Restatement, UCC §§2-102, 2-105 (1), and 2-106, and *Colorado Carpet Installation, Inc. v. Palermo*

Note that the UCC & Restatement are both found in the back of the Packet, after the last case.

### **Assignment 2**                      **Determining Intent I**

Read *Lucy v Zehmer*, *Balfour v. Balfour*, and UCC § 1-201(3) & (11), RS §§1, 2, & 3

### **Assignment 3 Determining Intent II, Introduction to Offers**

Read *Hawkins v McGee*, the facts from the “hypotheticals” of *Sard* and *Cirafici*, and RS §24

### **Assignment 4**                      **Preliminary Negotiations**

Read *Leonard v Pepsico*, *Loneragan*, *Fairmont*, and RS §26

### **Assignment 5**                      **Intent to Memorialize**

Read *Texaco* and RS §27 and UCC §2-204 (1), (2)

### **Assignment 6**                      **Indefiniteness I**

Read *Academy Chicago Publishers*, *Haines*, and *Wagenseller* and RS §33

### **Assignment 7**                      **Indefiniteness II**

Read *Southwest Engineering*, UCC §§2-204(3), 2-305 (1), 2-307, 2-308 (a), 2-309 (1), 2-310 (a), and *Joseph Martin*, *Copeland*, and *Oglebay*.

### **Assignment 8**                      **Acceptance I**

Read RS §§35, 41 50, *Owen*, *Long*, RS 30, 32, 51, 53 & 62, and UCC §2-206(1)(a)

### **Assignment 9**                      **Acceptance II**

Read *Industrial America*, *Trinity Homes*, *Carlill*, RS §§54, 56, 63

### **Assignment 10**                      **Acceptance by Silence**

Read *Day*, *Wilhoite*, *Hobbs* and RS §69 (1)

