

**CONTRACTS II  
SPRING 2020**

**COURSE SYLLABUS**

**Course:** Contracts II  
LAW 603  
Section 319

**Instructor:**

Professor Daniel L. Hatcher

**Room:** Office room 426. Please note that my office is in the law school clinic space, which is secure due to client confidentiality. To meet with me, it is necessary to enter the clinic office spaces from the Second floor and ask the receptionist to contact me.

**Phone:** (410)837-5650 (my main office number)

**Email:** [dhatcher@ubalt.edu](mailto:dhatcher@ubalt.edu)

**Office hours:** Tues, 2:45 - 4:00; Thurs, noon – 1:30. I am also very available to meet other times. My schedule varies due to clinic obligations, so please contact me at [dhatcher@ubalt.edu](mailto:dhatcher@ubalt.edu) to arrange a time to meet with me in my office, to talk by phone, or to meet at another location at the law school.

**Days/Time/Location:** Room 603, Tues. & Thurs. 1:30 p.m. – 2:45 p.m.

**Course Description:**

This course will present an overview of contracts remedies, including expectancy damages, restitution, and specific performance; the techniques of contract interpretation, including the parole evidence rule and the relationship between duties and conditions; as well as excuses and defenses, including, duress, undue influence, misrepresentation, fraud, mistake, unconscionability, impossibility, impracticability and frustration of purpose.

**Course Materials:**

Required Text: Blum & Bushaw, Contracts: Cases, Discussion, and Problems (4<sup>th</sup> Ed.).

**Student Learning Outcomes:**

In Contracts II, students will learn to:

- State rules of contract law from assigned cases, the Restatement (Second) of Contracts, and the UCC.
- Identify the legally determinative facts in a case.

- Identify the holding of a case.
- Describe the reasoning of a case.
- Identify issues of contract defenses/excuses raised by a fact pattern.
- Apply rules of contract law to the issues in a fact pattern.
- Analyze and state available contract remedies based upon fact pattern.

**SYLLABUS IS SUBJECT TO CHANGE:**

This syllabus may likely be modified during the semester.

**Attendance** – Students are expected to attend class regularly and on time. In accordance with the law school’s attendance policy, students who have more than **five** absences (excused and unexcused combined) will not be eligible to complete the course and will either receive a grade of FA (failure for excessive absences) or be barred from taking the final exam. If late arrival or early departure causes you to miss a substantial portion of a class or if you are unprepared for class (as explained more fully below), you will be counted absent. I will pass around a sign-in sheet each class session. It is your responsibility to ensure that you sign this sheet, as it is the official record of your attendance.

**Course Preparation Expectations:**

American Bar Association Accreditation Standards establish guidelines for the amount of work students should expect to complete for each credit earned. 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, or an equivalent amount of work for other academic activities, such as simulations, externships, clinical supervision, co-curricular activities, and other academic work leading to the award of credit hours.

**Course Web Page:**

This course has a TWEN page through Westlaw. The page will include this syllabus, the class assignments, helpful resources, and other class materials. All students are expected to register/enroll for the TWEN web course and should check the web course regularly.

**Computers** – You are permitted to use laptops for note-taking and for the exam. However, a course requirement is to respect the classroom environment and learning process by refraining from using your laptop to check e-mail, surf the net, or otherwise engage in activities not related to class. Please also be aware that there may be times during the semester when, to enhance your learning, I that I may not permit you to use your laptop. If you need a laptop as an accommodation for a disability, however, you will always be able to use it.

**Class Cancellation:**

If the instructor must cancel a class, notices will be sent to students via email. If there is inclement weather, students should visit the University of Baltimore web site or call the University's Snow Closing Line at (410) 837-4201. If the University is open, students should presume that classes are running on the normal schedule.

**Participation:**

Your preparation and participation are essential to your success in the course. In addition to class discussion, the course may include a combination of class exercises and short problems/assignments, etc... Your participation in class and completion of any exercises/short problems/assignments will be considered for your overall participation and will account for 5% of your final grade. Further, evidence of being well prepared along with strong class participation has the potential to raise your grade one-half step (e.g., A- to A); evidence of being repeatedly unprepared and weak class participation has the potential to reduce your grade by one-half step (e.g., A to A-).

**Final Exam, Grades and Assignments:**

The course grade will consist of a final examination, mid-term, and class participation (see above). The final examination will account for 72% of the course grade. The mid-term examination will account for 23% of the course grade. As explained above, course participation will account for 5% of the course grade.

**Academic Integrity:**

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.

[Reference to School of Law Honor Code,

[https://law.ubalt.edu/academics/policiesandprocedures/honor\\_code/index.cfm](https://law.ubalt.edu/academics/policiesandprocedures/honor_code/index.cfm)]

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

The University of Baltimore's Sexual Harassment and Sexual Misconduct policies are 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 academic accommodation, please contact Karyn Schulz, Director, Center of Educational Access, Office of Disability and Access Services, at 410-837-4141 or [kschulz@ubalt.edu](mailto:kschulz@ubalt.edu).

## ASSIGNMENTS

The following are the current reading assignments for the course. Students will be expected to stay up to date with the syllabus as we progress through the semester, and any changes will be provided on the course's TWEN page.

### Week 1

Jan 14 Chapter 11 – Options & Firm Offers, pp. 389-401

Jan 16 Chapter 12 – Unjust Enrichment/Material Benefit, pp. 403-425

### Week 2

Jan 21 Chapter 13A&B – Misrepresentation & Fraud, pp. 427-457

Jan 23 Chapter 13 C – Misrep/Fraud/Duress, pp. 458-477

### Week 3

Jan 28 Chapter 13D&E – Duress/Modification, Undue Influence, pp. 477-488

Jan 30 Chapter 13F – Unconscionability, pp. 488-517

### Week 4

Feb 4 Chapter 14A-C – Illegality, Public Policy, pp. 519-541

Feb 6 Chapter 14D – Incapacity, pp. 541-567

### Week 5:

Feb 11 Chapter 15A&B – Interpretation, pp. 569-604

Feb 13 Chapter 15C – Construction, pp. 606-630

### Week 6

Feb 18 Chapter 16A&B – Parol Evidence Rule, pp. 631-661

Feb 20 Chapter 16B&C – Parol Evidence (UCC), pp. 661-675

### Week 7

Feb 25 Chapter 17A&B – Misunderstanding, Mistake, pp. 677-705

Feb 27 MID-TERM EXAM

### Week 8

March 3 Chapter 17C – Changed Circumstances, pp. 705-723

March 5 Chapter 18A&B – Conditions, pp. 725-748

**Week 9**

March 10 Chapter 18 C-G – Conditions (Cont.), pp. 748-769

March 12 Chapter 19A&B – Breach, Substantial Performance, pp. 771-793

**\*\*\*SPRING BREAK March 16–22 NO CLASS\*\*\***

**Week 10**

March 24 Chapter 19C&D – UCC Breach, Anticipatory Repudiation, pp. 794-807

March 26 Chapter 20A&B – Damages/Remedies: Expectation, pp. 809-823

**Week 11**

March 31 Chapter 20B (cont) – Benefit of Bargain Damages, pp. 823-848

April 2 Chapter 20C – UCC Benefit of Bargain Damages, pp. 848-861

**Week 12**

April 7 Chapter 20D – Limitations on Damages, pp. 861-878

April 9 Chapter 20D – Limitations on Damages Cont, pp. 878-894

**Week 13**

April 14 Chapter 21A – Noneconomic/Noncompensatory Damages, pp. 895-908

April 16 Chapter 21B/C – Agreed Remedies/Spec. Perf, pp. 908-926

**Week 14**

April 21 Chapter 21C/D – Specific Perform./Restitution as Remedy, pp. 926-954

April 23 Chapter 22 – Rights of Nonparties; pp. 955-992