

**UNIVERSITY OF BALTIMORE SCHOOL OF LAW**  
**CONTRACTS I**  
**FALL 2023**

**Course:** Contracts I  
LAW 602  
Section 339C (T, Th 3:00-4:15pm)  
Section 419E (T, Th 6:15-7:30pm)

**Instructor:** Andrew Ziaja  
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(410) 837-1901  
[aziaja@ubalt.edu](mailto:aziaja@ubalt.edu)  
OFFICE HOURS: T, Th 4:30-6:00pm, or via Zoom by appointment

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**Class Meeting Days/Time:** Section 339C (T, Th 3:00-4:15pm)  
Section 419E (T, Th 6:15-7:30pm)

**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. Prerequisite(s): None.

**Course Materials:**

**Casebook (Required):** Summers, R., et al., *Contract and Related Obligation: Theory, Doctrine, and Practice* (8th Ed., West Academic). ISBN: 978-1-68467-015-4.

**Student Learning Outcomes:**

By the end of this course, the successful student will be able to:

- Identify the major legal concepts underlying the formation of enforceable contractual arrangements and other related forms of enforceable quasi-contractual obligation;
- State the legal elements of enforceable contractual arrangements;
- State the legal elements of related forms of enforceable quasi-contractual obligation;
- Cite relevant authority in support of these elements;
- Construct arguments using the facts to demonstrate that these elements are satisfied;
- Construct arguments regarding interpretations of law based on other legal sources, theory, and policy;
- Assess the strengths of arguments made as to these elements; and
- Recommend approaches to contract planning and drafting.

**Grading:**

FINAL EXAM: In-class exam during Fall 2023 final exam period, details to be provided in class, 70% of total grade.

MIDTERM EXAM: In-class exam during Fall 2023 midterm exam period, details to be provided in class, 20% of total grade.

PARTICIPATION: 10% of total grade.

**Course Expectations:**

American Bar Association Standards for Law Schools 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. [See ABA Standard 310.](#)

Students are expected to complete all reading assignments and to consistently participate in class discussion in order to demonstrate that they have read and reflected on the issues raised in each assignment. Students are also expected to exhibit professionalism, inclusiveness, and respect in all class-related interactions. Participation grades will weigh students' substantive contributions to class discussion equally with their contributions to the learning environment.

In order to create a classroom environment that supports respectful, critical inquiry through the free exchange of ideas, the following principles will guide interactions among students and professors in this class:

- All viewpoints are welcome;
- Treat every member of the class with respect, even if you disagree with their opinions;
- Reasonable minds can differ on any number of perspectives, opinions, and conclusions;
- No ideas are immune from examination and debate;
- Because constructive disagreement sharpens thinking and deepens understanding, it will factor into your participation grade;
- You will not be graded on whether your professor or peers agree with your opinions;
- You will be graded on the evidence and reasoning that leads to those opinions, as well as how you communicate them.

**Attendance policy:**

Class attendance is a critical component of the learning process and reflects professional responsibility. Research demonstrates that students who regularly attend class are more likely to succeed. Additionally, the American Bar Association accreditation standards mandate that a law school adopt, publish, and adhere to a policy for regular class attendance for all students. In alignment with this policy, regular and punctual class attendance is a condition of receiving credit in all courses at the University of Baltimore's School of Law.

**Modality**

For a student to be considered present, their attendance must be consistent with the modality of the specific class meeting. For example, if a class meeting is in-person, a student must attend in-person to be considered present. If a class meeting is virtual, a student must attend virtually to be considered present.

### Student Attendance Requirements

As detailed in the chart below, the number of absences a student may accrue is determined by the total number of times a course is scheduled to meet throughout the semester.

<b>Number of scheduled meetings</b>	<b>Number of absences</b>
Fall and spring semesters, 2 or more meetings per week	4
Fall and spring semesters, 1 meeting per week	2
Summer semester	2

A student whose accrued absences exceed the limits above will be withdrawn from the course with a grade of FA (failure due to excessive absence) unless the Associate Dean for Academic Affairs extends the limit, up to the following maximums: (1) in the fall and spring semesters, up to 4 additional absences for a course scheduled to meet 2 or more times per week; (2) in the fall and spring semesters, up to 2 additional absences for a course scheduled to meet once per week; (3) in the summer semester, up to 1 additional absence. A student whose accrued absences exceed the extended limit will be withdrawn from the course with a grade of FA.

A student who anticipates accruing excessive absences may be eligible for a Leave of Absence and should contact the Dean of Students to discuss available options.

### Bases for Extensions

The Associate Dean for Academic Affairs can extend the number of absences a student may accrue based on a student's religious observance or extraordinary individual circumstances.

Extraordinary individual circumstances include, but are not limited to, the following: bereavement (as defined in the [University of Baltimore Student Bereavement Policy](#)), significant physical or mental health incidents, and attendance at activities required for academic credit, such as clinic court appearances and moot court competitions.

Minor illnesses, doctor's appointments, traffic, practice rounds for student competitions, personal events, and professional events (including those sponsored by the law school) are examples of circumstances that do not qualify as extraordinary individual circumstances.

A student must provide documentation for extraordinary individual circumstances upon request and must provide advance notice to the Faculty Member whenever possible.

### **Attendance Tracking Procedures**

To keep attendance, this class will use attendance software called **Qwickly**. Qwickly is hosted in Canvas, UB's official learning management system. With Qwickly the professor will have a choice to either take attendance manually OR to have you check-in using a pin number generated at the start of class.

To check-in for class using a pin number, you must log into the Canvas site for the course via myUB or at the following links:

Canvas Link for Section 339C (3:00pm): <https://ubalt.instructure.com/courses/3121>

Canvas Link for Section 419E (6:15pm): <https://ubalt.instructure.com/courses/3122>

Click “Quickly Attendance (Law)” on the left side of the navigation bar and enter the pin. Quickly will automatically email you if you are marked absent for the day. If you believe this email was sent in error, please contact the professor and their administrative assistant immediately.

### **Course Learning Management System:**

This course has a Canvas page with links to this syllabus, announcements, the class assignments, and other class materials. You are responsible for self-enrolling and checking the website regularly for course information.

Canvas Link for Section 339C (3:00pm): <https://ubalt.instructure.com/courses/3121>

Canvas Link for Section 419E (6:15pm): <https://ubalt.instructure.com/courses/3122>

### **Zoom:**

Course sessions will be held in person. On an exceptional basis, consistent with ABA Guidelines, course sessions may be held over Zoom.

### **Class Recording Policy**

Course sessions will not be recorded except as needed for asynchronous lessons. Students needing to record classes as an accommodation may do so with prior notice to the instructor and permission.

### **UB Law Recording Statement**

Any class recordings, audio or video, are for the sole use of that specific class instruction and study and may not be used or reproduced by students for any other purpose. Similarly, students may not capture video, audio, images or chat text from a class without permission from the instructor for use specific to that class instruction and study, and such images may not be used or reproduced by students for any other purpose. Violating these directions is an honor code violation.

### **UB University Recording Statement**

All class 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. Students may be required to turn on their cameras and participate in graded class activities. 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 Cancellation:**

If the instructor must cancel a class, notices will be sent to students via UB email.

**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.

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).

**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:**

The law school works hard to ensure compliance with the Americans with Disabilities Act (ADA). For detailed information on reasonable accommodations, please [see the student handbook](#)..

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 Erin Brady, the Law School's Director of Student Support, at [ebrady@ubalt.edu](mailto:ebrady@ubalt.edu) or the University's Office of Disability and Access Services at [das@ubalt.edu](mailto:das@ubalt.edu). *Note that classroom accommodation requests should be submitted 2 weeks before the start of the semester (by August 7, 2023). Exam accommodation requests should be submitted no later than 2 weeks after the start of the semester (by September 5, 2023).*

**General student issues/Mental Health:**

For general student issues, students should contact Dean Paul Manrique ([pmanrique@ubalt.edu](mailto:pmanrique@ubalt.edu); 410-837-5283). For mental health concerns, students can contact Dean Manrique or Stephen Mogar, the University's Clinical Case Manager ([smogar@ubalt.edu](mailto:smogar@ubalt.edu) ; 410-837-6388). Dean

Manrique's office is located in the AL 7th floor Dean's Suite and he welcomes students to walk in. Both Dean Manrique and Mr. Mogar are also able to schedule phone and zoom appointments.

### **Academic Support:**

For questions about academic challenges including preparing for and participating in your classes, reviewing and outlining for exams, and studying for and taking exams, students can contact Prof. Marta Baffy ([mbaffy@ubalt.edu](mailto:mbaffy@ubalt.edu); 410-837-6370.). Prof. Baffy's office is located on the 5th floor in Room AL 513.

## **READINGS AND ASSIGNMENTS**

The following schedule, readings, and assignments are subject to change, by notice in class from the instructor. Updates will be made to the syllabus on Canvas to reflect significant changes.

### **I. INTRODUCTION**

#### August

- Tues 8/22
  - Casebook Reading
    - pp. 3-5
  - Additional Assignments
    - Skim (i.e. generally familiarize yourself with the topics and structure) the *Microsoft Services Agreement*, available at: <https://www.microsoft.com/en-us/servicesagreement>. Also available as a PDF on Canvas. Focus on Paragraph 15, "Binding Arbitration and Class Action Waiver." **Do not** read entire document in depth.
    - Skim the table of contents of the *2014 SAG-AFTRA Basic Agreement*, which is the most recent main collective bargaining agreement for professional film and television actors, available at: [https://www.sagaftra.org/files/2014\\_sag-aftra\\_cba\\_1.pdf](https://www.sagaftra.org/files/2014_sag-aftra_cba_1.pdf). Also available as a PDF on Canvas. Skim Article 9, "Arbitration," pp. 52-58. Take note that the *2014 SAG-AFTRA Basic Agreement* includes numerous exhibits, "side letters," and "schedules," and is 786 pages long. **Do not even try to** read entire document in depth (or else you'll be at it all semester!). Background information on SAG-AFTRA is available for context at: <https://www.sagaftra.org/about>.
  - In Class
    - Discuss syllabus
    - Course intro
    - Form groups for negotiation exercise for 8/29, discuss exercise
- Thurs 8/24
  - Casebook Reading
    - Appx. A, Judicial Reasoning, pp. 1167-70
    - Appx. C, The Restatement Idea, pp. 1177-82
- Tues 8/29
  - Casebook Reading
    - Ch. 1, § 1, pp. 5-14, 30-33

- In Class
  - Negotiation exercise
- Thurs 8/31
  - Casebook Reading
    - Ch. 1, § 1, *White v. Benkowski*, pp. 14-30

## September

- Tues 9/5
  - Casebook Reading
    - Ch. 1, § 3, pp. 37-48

## II. GENERAL THEORIES OF OBLIGATION

- Thurs 9/7 – Overview of Theories of Obligation; Consideration I
  - Casebook Reading
    - Ch. 2, §§ 1-2, pp. 49-69
- Tues 9/12 – Consideration II
  - Casebook Reading
    - Ch. 2, § 2, pp. 69-96
  - In Class
    - Problem 2-3, pp. 69-70
- Thurs 9/14 – Promissory Estoppel I
  - Casebook Reading
    - Ch. 2, § 3, pp. 101-22, pp. 96-101 for background
- Tues 9/19 – Promissory Estoppel II
  - Casebook Reading
    - Ch. 2, § 3, pp. 122-32
- Thurs 9/21 – Unjust Enrichment I
  - Casebook Reading
    - Ch. 2, § 4, 132-53
- Tues 9/26 – Unjust Enrichment II; Promises for Benefit Received
  - Casebook Reading
    - Ch. 2, § 4, 154-63
    - Ch. 2 § 5, 163-76
  - In Class
    - Problem 2-9, p. 154
- Thurs 9/28 – Tort; Form
  - Casebook Reading
    - Ch. 2, § 6, pp. 177-88
    - Ch. 2, § 7, pp. 188-95

## October

- Tues 10/3 – Statutory Warranty
  - Casebook Reading

- Ch. 2, § 8, pp. 195-212
- Thurs 10/5 – Statute of Frauds I
  - Casebook Reading
    - Ch. 2, § 9, pp. 212-32
- Tues 10/10 – Statute of Frauds II
  - Casebook Reading
    - Ch. 2, § 9, pp. 232-45

### III. MIDTERM EXAM

- Thurs 10/12
  - Midterm Review
- Tues 10/17
  - Midterm Exam

### IV. THE AGREEMENT PROCESS

- Thurs 10/19 – Role of Lawyers; Assent I
  - Casebook Reading
    - Ch. 4, §§ 1-4, pp. 429-440
  - In Class
    - Problem 4-3, p. 440
- Tues 10/24 – Assent II
  - Casebook Reading
    - Ch. 4, § 4, pp. 441-62
  - In Class
    - Problem 4-4, pp. 449-50
- Thurs 10/26 – Offer; Acceptance
  - Casebook Reading
    - Ch. 4, § 5, pp. 462-73
    - Ch. 4, § 6, pp. 473-84
- Tues 10/31 – Duration of Offers I
  - Casebook Reading
    - Ch. 4, § 7, pp. 484-514

### November

- Thurs 11/2 – Duration of Offers II
  - Casebook Reading
    - Ch. 4, § 7, pp. 514-29
- Tues 11/7 – Bargaining at Distance; Agreements to Agree
  - Casebook Reading
    - Ch. 4, § 8, pp. 529-34
    - Ch. 4, § 9, pp. 534-50
- Thurs 11/9 – Limits of Traditional Offer-Acceptance Analysis; Form Contracts



- Casebook Reading
  - Ch. 4, § 10, pp. 550-51
  - Ch. 4, § 11, pp. 551-72

## **V. RIGHTS AND DUTIES OF THIRD PARTIES**

- Tues 11/14 – Third Party Beneficiaries I
  - Casebook Reading
    - Ch. 9, pp. 1121-39
- Thurs 11/16 – Third Party Beneficiaries II; Assignment
  - Casebook Reading
    - Ch. 9, pp. 1140-44
    - Ch. 10, pp. 1145-56
- Tues 11/21 – Delegation; Novation
  - Casebook Reading
    - Ch. 10, pp. 1156-65
- Thurs 11/23
  - No Class, Thanksgiving Holiday

## **VI. FINAL EXAM**

- Tues 11/28
  - Final Review
- TBD
  - Final Exam