

Contracts - Fall 2024 REQ 7130

Monday/Wednesday/Friday – 11:20 a.m. – 12:35 p.m. (Vermont Time)

Oakes 012

Canvas Page: <https://vermontlaw.instructure.com/courses/2392>

Instructor: Dean Brennan

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Office hours: By appointment (email Maggie Dakin - mdakin@vermontlaw.edu)

Friday 12:45 p.m. – 1:45 p.m. Oakes 211

Classroom Etiquette

1. In seat and ready to go at the start of class
2. Only the person I call on should be answering a question. No speaking out.
3. You are permitted to use laptops in class, but only for class-related tasks such as note taking
4. Raise your hand if you have a question
5. We are here to learn. Being wrong is part of that process. Be gracious toward each other (and me) if someone else is wrong and I will do the same. I do call on everyone as that is important to learning this material, but it is OK to not know as long as you have prepared.
6. Be prepared and ready to go, I call on several people each class
7. Be patient

Course Goals

The goals of this course are to:

- 1) Master fundamentals of contract law
- 2) Introduce IRAC/CRAC
- 3) Discover real world application of contract law
- 4) Explore bar-style multiple choice and integrated set contracts questions

Learning Outcomes

Upon successful completion of this course, students will be able to:

- 1) Define the elements of common causes of action in contract law for the common law and Uniform Commercial Code
- 2) Create synthesized rules for topics covered
- 3) Analyze factual scenarios in essay, short answer, integrated set and multiple choice questions to arrive at legal conclusions supported by the law
- 4) Evaluate responses to hypotheticals and compare to sample answers
- 5) Recognize bar-style contracts questions
- 6) Understand the basic procedure courts use in civil cases

Course Materials

Required Texts:

Cases and Materials on Contracts: Making and Doing Deals, 6th Edition, Epstein, Markell, Ponoroff (2022) – ISBN: 978-1-63659-061-5

Uniform Commercial Code, Article 2: Available on Westlaw/Lexis (relevant portions on Canvas)

Restatement (Second) Contracts: Available on Westlaw/Lexis (relevant portions on Canvas)

Recommended Supplement:

A Short and Happy Guide to Contracts, 2nd Edition, Epstein, Markell, Ponoroff (2019) – ISBN: 978-1-64020-752-3 (also available for free through your West subscription – I will show you in class)

Additional Materials:

Additional materials are posted on Canvas. Be sure to look in the folder for each class under Files on Canvas. You will submit all of your assignments to Canvas. Additionally, all videos for this class are on Canvas.

Practice Materials:

- ASP Website:
<https://vermontlaw.sharepoint.com/sites/ASPWebsite/SitePages/Vermont-Law-Academic-Success-Program.aspx>
- Barbri, WestLaw Supplements, CALI - Instructions for access to all on ASP Website
- Practice Questions: We will cover various practice questions in class. I will also post prior midterms, exams, and grading sheets on Canvas

Grading

This course is graded on an A-F scale. 80% of your grade will be based on the final exam at the end of the course. The remaining 20% will be based on timely and accurate submissions of the assignments/quizzes indicated in the syllabus and class participation. The points for each assignment are listed on Canvas.

Your final will be a 4 hour closed book exam with 1 essay, 2 integrated sets, and 15 multiple choice questions. The essay will be worth 33% of your final exam grade, the integrated sets will be worth 33% of the final exam grade, and the multiple choice questions will be worth 33% of your final exam grade.

The following are the assignments and quizzes that make up 20% of your grade (in addition to class participation).

ASSIGNMENT	POINTS
Legal Career Information Sheet	10 points
Is this a Contract Discussion Post	10 points
Offer MC Quiz	10 points (not graded on accuracy)
Offer Synthesized Rule	10 points
Constitution Day Photo	10 points
Acceptance MC Quiz	10 points (not graded on accuracy)
Acceptance Synthesized Rule	10 points
Midterm	10 points (not graded on accuracy)
Consideration Practice Essay	10 points (not graded on accuracy)
Integrated Question Set	10 points (not graded on accuracy)
Remedies MC Quiz	10 points (not graded on accuracy)
Remedies Synthesized Rule	10 points
Terms MC Quiz	10 points (not graded on accuracy)
Terms Synthesized Rule	10 points
Defenses MC Quiz	10 points (not graded on accuracy)
Defenses Synthesized Rule	10 points

Attendance Policy

This class requires regular in-person discussion, cold calling, and feedback. Accordingly, in-person attendance is mandatory.

At the beginning of each class there will be a QR code on the slides. You will use this to sign in for each class. If you arrive after the QR code is no longer on the slides, please be sure to see me at the end of class and I will mark you as late. If you are late twice, that counts as one absence. I also reserve the right to award positive or negative class participation points based on timely class attendance and participation. You will be responsible for all material covered in any class you miss and may be required to complete make-up work at the professor's discretion.

If a student misses 5 classes, that student will fail the course due to absence.¹ You are responsible for keeping track of your absences. If you believe that you are approaching the 5 classes, please reach out to me to discuss.

If the reason you are absent for 5 classes is due to serious illness, religious observance, and/or significant personal emergency, you may file a petition to the Committee on Standards with the Registrar or request an accommodation from the Associate Dean of Diversity, Equity, and Inclusion if appropriate. Any petition to the Committee on Standards or accommodation request would be considered on a case-by-case basis.

Weather/Emergencies

I do not anticipate any weather issues during most of the Fall Semester. If school is closed for the time of our scheduled class, I will either notify you regarding a makeup class. If the school is open, but travel is not safe from where you are coming, exercise your discretion. If you are not able to attend due to weather, inform me as soon as possible.

Plagiarism

You are not permitted to use Generative AI to complete any assignment unless otherwise instructed.

Students are cautioned to comply with the requirements of the Honor Code by avoiding plagiarism and other misconduct as provided in the student handbook. When in doubt about plagiarism, paraphrasing, quoting, or collaboration, consult the instructor.

You all know not to plagiarize, but some of you may conceivably be confused as to what plagiarism means in this context. Of course you all know that you cannot quote another author without attribution. This includes web sites! Merely altering a few words does not permit you to omit quotation marks. In addition, it is also improper to paraphrase or borrow ideas from another, without attribution. If you got an idea from another author, cite that work. It is often appropriate to explain either in text or footnotes how your own argument differs from that previously made by others. You will find other articles' sources/footnotes to be a rich source of information. However, to the extent that you rely on another article's footnotes you must read all such sources yourself to make sure they really say what the other author said they said. It is never proper to cite a source you have not yourself read, unless you note that you are "citing Source A citing Source B." This should only be done rarely, when that second source is important but cannot be located. To the extent you use other authors' footnotes as starting points you will often find you need to update such footnotes, e.g., by citing to a more current statute or

¹ See Academic Regulations II(A)(1). This statement constitutes the notice required by Regulation II(A)(1)(f)

version of the book. If you have any questions regarding when cites are and are not needed, please ask me, or err on the side of citation. Plagiarism is an Honor Code violation that will result in an F in the course and a referral to the Vice Dean for Students for further action.

Title IX

Our school is committed to fostering a safe, productive learning environment. Title IX and our school policy prohibit discrimination on the basis of sex. Sexual misconduct – including harassment, domestic and dating violence, sexual assault, and stalking – is also prohibited at our school.

Our school encourages anyone experiencing sexual misconduct to talk to someone about what happened, so they can get the support they need and our school can respond appropriately.

If you wish to speak confidentially about an incident of sexual misconduct, want more information about filing a report, or have questions about school policies and procedures, please contact our Title IX Coordinator, Jessica Durkis-Stokes, at 802-831-1274, or jdurkisstokes@vermontlaw.edu.

Our school is legally obligated to investigate reports of sexual misconduct, and therefore it cannot guarantee the confidentiality of a report, but it will consider a request for confidentiality and respect it to the extent possible.

Your professors are also required to report incidents of sexual misconduct and thus cannot guarantee confidentiality. This includes any mention of sexual misconduct that you might make in your written work. Your professor must provide our Title IX coordinator with relevant details such as the names of those involved in the incident.

Accommodations for Disabilities

Vermont Law and Graduate School encourages students with disabilities, visible or hidden, to seek appropriate accommodations. If you have a disability and would like to request an accommodation please review The Vermont Law and Graduate School Disability Policy at: <https://www.vermontlaw.edu/community/students/academic-success/accommodations>

On that webpage, there is also an on-line form to complete and upload your supporting documentation. If you have questions, please contact the Associate Dean of Diversity, Equity, and Inclusion, Lisa Ryan. Please note that requests made within two weeks of a midterm or a final examination may not be granted in time. Please make your request as soon as possible.

Course Overview

Below is a general course overview. Please note that because each class goes at its own pace, the exact timing is likely to change as needed. However, to help you with your semester planning, this overview will hopefully give you a general idea of what we'll cover together and the order in which we'll cover it. I will distribute updates to this overview as needed.

CLASS	DATE	HOMEWORK DUE PRIOR	COVERED IN CLASS
1	8/26/24	INTRODUCTION/MUTUAL ASSENT/OFFER <ul style="list-style-type: none"> - Read Syllabus - Review Sample Contract - Casebook 12-41 - Restatement §1 - Watch U.C.C. v. Common Law Video <i>Assignment</i> <ul style="list-style-type: none"> - Completed Legal Career Information Sheet on Canvas – Due 8/25/24 by 11:59 pm (Vermont Time) - Post on “Is This A Contract” discussion post by 8/25/24 at 11:59 pm (Vermont Time) - THESE ASSIGNMENTS ARE DUE DAY BEFORE FIRST CLASS 	<ul style="list-style-type: none"> - Syllabus - Common Law vs. UCC - Discussion of the Role of Contract Law in Society
2	8/28/24	MUTUAL ASSENT <ul style="list-style-type: none"> - Casebook 43-55 - Restatement §§17-23 - Watch Mutual Assent Video - OPTIONAL - Court filings from Lucy v. Zehmer Case 	<ul style="list-style-type: none"> - Mutual Assent - Case Briefing
3	8/30/24	MUTUAL ASSENT <ul style="list-style-type: none"> - Read simulation packet on Canvas - Be prepared to discuss and answer questions in class 	<ul style="list-style-type: none"> - Mutual Assent Simulation
9/2/24		NO CLASS - LABOR DAY	

4	9/4/24	OFFER <ul style="list-style-type: none"> - Casebook 64-78 (be prepared to answer questions on 65-66) - Restatement §§ 24, 26, 30, 32 - U.C.C. 2-204 - Watch Offer Video (be prepared to discuss MC question in class) 	<ul style="list-style-type: none"> - Offer - Price Quotes
5	9/6/24	OFFER <ul style="list-style-type: none"> - Casebook 79-88 - Watch Leonard v. PepsiCo Video (https://www.youtube.com/watch?v=h7XliS0DYRo) 	<ul style="list-style-type: none"> - Advertisements
6	9/9/24	OFFER <ul style="list-style-type: none"> - Casebook 96-113 - Watch Lapse (Brewer v. Lepman) Video - Watch Death (Paine v. Pacific Mutual Life) Video 	<ul style="list-style-type: none"> - Destroying Offers
7	9/11/24	OFFER <ul style="list-style-type: none"> - Casebook 114-126 - Restatement §87 - U.C.C. 2-205 - Watch Firm Offer Video 	<ul style="list-style-type: none"> - Option Contracts - Firm Offers (U.C.C.)
8	9/13/24	OFFER PRACTICE <ul style="list-style-type: none"> - Watch Synthesizing Rules Video - Offer Practice Questions in Class <p><i>Assignment</i></p> <ul style="list-style-type: none"> - Submit answers to Offer MC Quiz on Canvas - Due 9/13/24 by 11:59 pm (Vermont Time) - Submit synthesized rule for Offer to Canvas - Due 9/15/24 by 11:59 pm (Vermont Time) 	<ul style="list-style-type: none"> - Synthesizing Rules - Offer Practice
9	9/16/24	ACCEPTANCE <ul style="list-style-type: none"> - Casebook 126-136 - Restatement §50 	<ul style="list-style-type: none"> - Manner of Accepting - Constitution Day

		<ul style="list-style-type: none"> - Watch Acceptance Video - Watch Manner of Accepting (LaSalle National Bank v. Vega) Video - CONSTITUTION DAY! <p><i>Assignment</i></p> <ul style="list-style-type: none"> - Submit photo from Constitution Day to Canvas - Due 9/17/24 by 11:59 pm (Vermont Time). 	
10	9/18/24	<p>ACCEPTANCE</p> <ul style="list-style-type: none"> - Casebook 137-149 - Restatement §51-70 - Watch Communicating Acceptance (Hendricks v. Behee) Video - Read Practice Question (Baker and Cafe) 	<ul style="list-style-type: none"> - Communicating Acceptance - Introduction to Exam Writing
11	9/20/24	<p>ACCEPTANCE</p> <ul style="list-style-type: none"> - Casebook 149-160 - Review Restatement §§45, 54 - Watch Mailbox Rule Video 	<ul style="list-style-type: none"> - Mailbox Rule
12	9/23/24	<p>ACCEPTANCE</p> <ul style="list-style-type: none"> - Casebook 160-171 	<ul style="list-style-type: none"> - Acceptance by Performance
13	9/25/24	<p>ACCEPTANCE</p> <ul style="list-style-type: none"> - Casebook 171-187 - Review Restatement §69 - Watch Acceptance by Silence (Laredo National Bank v. Gordon) Video 	<ul style="list-style-type: none"> - Acceptance by Silence - Mirror Image Rule
14	9/27/24	<p>ACCEPTANCE/3RD PARTY BENEFICIARIES ASSIGNMENT AND DELEGATIONS</p> <ul style="list-style-type: none"> - Casebook 211-231 - Watch Delayed Terms (Berkson v. Gogo) Video - Watch Electronic Contracts Video - Watch 3rd Party Beneficiaries Video 	<ul style="list-style-type: none"> - Electronic Contracts - 3rd Party Beneficiaries - Assignments and Delegations - <u>ASYNCHRONOUS CLASS</u>

		<ul style="list-style-type: none"> - Watch Assignments and Delegations Video 	
15	9/30/24	ACCEPTANCE <ul style="list-style-type: none"> - Casebook 187-199 - U.C.C. 2-207 - Watch U.C.C. 2-207 Video 	<ul style="list-style-type: none"> - Battle of the Forms (UCC 2-207)
16	10/2/24	ACCEPTANCE PRACTICE <ul style="list-style-type: none"> - Acceptance Practice Questions in Class - Submit answers to Acceptance MC Quiz on Canvas - Due 10/2/24 (during class) - Submit synthesized rule for Acceptance to Canvas - Due 10/6/24 by 11:59 pm (Vermont Time) 	<ul style="list-style-type: none"> - Acceptance Practice
17	10/4/24	CONSIDERATION <ul style="list-style-type: none"> - <i>Not tested on midterm</i> - Casebook 299-310 - Restatement § 71 - Watch Consideration Video - Watch Consideration (Forester v. Scott) video 	<ul style="list-style-type: none"> - Performance or Forbearance as Consideration
18	10/7/24	MIDTERM ASYNCHRONOUS CLASS <ul style="list-style-type: none"> - Read Practice Question (Printer) - Watch Formation Essay Structure Video - Watch Midterm Review Video after submitting answers - Submit answer to Midterm to Canvas - Due 10/7/24 by 11:59 pm 	<ul style="list-style-type: none"> - Midterm (Mutual Assent/Offer/Acceptance) - <u>ASYNCHRONOUS CLASS</u>
19	10/9/24	CONSIDERATION <ul style="list-style-type: none"> - Casebook 310-311; 316-325 - Restatement §§ 72-81; 89; 349 - Read Michel v. Arribe Contracts Essay 	<ul style="list-style-type: none"> - Promise as Consideration - Illusory Promises

		<ul style="list-style-type: none"> - Watch Illusory Promises Video 	
20	10/11/24	CONSIDERATION <ul style="list-style-type: none"> - Casebook 325-338 - U.C.C. 2-209 	<ul style="list-style-type: none"> - Modifications
10/14/24		NO CLASS - FALL BREAK	
21	10/16/24	CONSIDERATION <ul style="list-style-type: none"> - Casebook 338-355 - Restatement § 86 	<ul style="list-style-type: none"> - Past Consideration - Moral Obligations
22	10/18/24	CONSIDERATION <ul style="list-style-type: none"> - Casebook 355-379 - Restatement § 90 - Watch Promissory Estoppel (Ricketts v. Scothorn) Video 	<ul style="list-style-type: none"> - Promissory Estoppel - Reliance
23	10/21/24	CONSIDERATION <ul style="list-style-type: none"> - Watch Contracts Consideration Practice Essay Video (after submitting essay) - Watch Integrated Question Set Video - Discuss Consideration Practice Essay in class - Complete Integrated Question Set in Class <i>Assignment</i> <ul style="list-style-type: none"> - Submit answer to Consideration Practice Essay to Canvas - Due 10/20/24 by 11:59 pm (Vermont Time) - Submit answer to Integrated Question Practice Set to Canvas - Due 10/22/24 by 11:59 pm (Vermont Time) - Submit synthesized rule for Consideration to Canvas - Due 10/22/24 by 11:59 pm (Vermont Time) 	<ul style="list-style-type: none"> - Consideration Practice - Integrated Question Set
24	10/23/24	REMEDIES <ul style="list-style-type: none"> - Casebook 847-860 (be prepared to answer questions on 859-860) 	<ul style="list-style-type: none"> - Expectation Measure

		<ul style="list-style-type: none"> - Restatement §§344-345; 347; 350 - Watch Remedies Video - Watch Remedies Essay Structure Video 	
25	10/25/24	REMEDIES <ul style="list-style-type: none"> - Casebook 869-880, 926-934, 942-950 - Restatement §§351-352 - Watch Consequential Damages (Manouchehri v. Heim) Video - Watch Economic Waste (Peevyhouse v. Garland Coal) Video 	<ul style="list-style-type: none"> - Economic Waste - Consequential Damages
26	10/28/24	REMEDIES <ul style="list-style-type: none"> - Casebook 957-976 (be prepared to answer questions 975-976) - Restatement §§356 - U.C.C. 2-718 - Watch Liquidated Damages (Kvassay v. Murray) video 	<ul style="list-style-type: none"> - Liquidated Damages
27	10/30/24	REMEDIES <ul style="list-style-type: none"> - Casebook 1013-1023 - Restatement §370-377 	<ul style="list-style-type: none"> - Restitution
28	11/1/24	REMEDIES <ul style="list-style-type: none"> - Casebook 980-994 - Restatement §§ 357-360 - Watch Specific Performance (Reed Foundation vs. FDR Four Freedoms Park) Video 	<ul style="list-style-type: none"> - Specific Performance
29	11/4/24	REMEDIES <ul style="list-style-type: none"> - Remedies Practice Questions <i>Assignment</i> <ul style="list-style-type: none"> - Submit answers to Remedies MC Quiz on Canvas - Due 11/4/24 by 11:59 pm (Vermont Time) - Submit synthesized rule for Remedies to Canvas- 	<ul style="list-style-type: none"> - Remedies Practice

		Due 11/7/24 by 11:59 pm (Vermont Time)	
TUESDAY 11/5/24		ELECTION DAY - VOTE	
30	11/6/24	TERMS - Casebook 238-257 - Restatement §§20, 33	- Misunderstanding - Indefiniteness
31	11/8/24	TERMS - Casebook 544-554 - Restatement §§209-218 - U.C.C. 2-202 - Watch Parol Evidence Video	- Parol Evidence Rule (Common Law and UCC)
32	11/11/24	TERMS - Casebook 554-563; 575-584 - Review Restatement (Second) §214 - Be prepared to answer problems on Page 562-563	- Parol Evidence Rule Exceptions
33	11/13/24	TERMS - Casebook 566-575; 583-592	- Extrinsic Evidence - Ambiguity
34	11/15/24	TERMS - Terms Practice Questions <i>Assignment</i> - Submit answers to Terms MC Quiz on Canvas - Due 11/15/24 by 11:59 pm (Vermont Time) - Submit synthesized rule for Terms to Canvas- Due 11/17/24 by 11:59 pm (Vermont Time)	- Terms Practice
35	11/18/24	DEFENSES - Casebook 432-446 - Restatement §§110, 161, 164 - U.C.C. 2-201 - Watch Misrepresentation Video - Watch Statute of Frauds Video	- Statute of Frauds - Misrepresentation - Nondisclosure

		<ul style="list-style-type: none"> - Review Vermont Seller's Property Information Report 	
36	11/20/24	DEFENSES <ul style="list-style-type: none"> - Casebook 446-460 - Restatement §§12, 175-178, 181 - Watch Lack of Capacity Video - Watch Duress Video - Watch Undue Influence Video 	<ul style="list-style-type: none"> - Lack of Capacity - Duress - Undue Influence - Illegality
37	11/22/24	DEFENSES <ul style="list-style-type: none"> - Casebook 474-488 - Restatement §208 - U.C.C. 2-302 	<ul style="list-style-type: none"> - Unconscionability
38	11/25/24	DEFENSES <ul style="list-style-type: none"> - Casebook 488-500 - Restatement §§151-154 	<ul style="list-style-type: none"> - Mistake
39	11/27/24	RECAP ASYNCHRONOUS CLASS <ul style="list-style-type: none"> - Rewatch all videos from semester 	<ul style="list-style-type: none"> - Videos on Canvas - <u>ASYNCHRONOUS CLASS</u>
11/29/24		NO CLASS - THANKSGIVING BREAK	
40	12/2/24	DEFENSES <ul style="list-style-type: none"> - Casebook 717-730 	<ul style="list-style-type: none"> - Impossibility - Frustration of Purpose
41	12/4/24	DEFENSES PRACTICE <ul style="list-style-type: none"> - Submit answers to Defenses MC Quiz on Canvas - Due 12/4/24 by 11:59 pm (Vermont Time) - Submit synthesized rule for Defenses to Teams - Due 12/5/24 by 11:59 pm 	<ul style="list-style-type: none"> - Defenses Practice Questions
42	12/6/24	EXAM REVIEW	<ul style="list-style-type: none"> - Overview of final exam - Complete any remaining materials - Review topics for exam

Syllabus

The professor reserves the right to amend or change this syllabus or the course overview at any time as needed throughout the semester. The syllabus is a helpful guide intended to give you an overview of the course, but is subject to be changed or supplemented at the professor's discretion. Please take the time to read and review this syllabus in detail.