

CONTRACTS II
LAW 103
Spring 2025

PROFESSOR SEAN O'CONNOR

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COURSE SCHEDULE/MEETING TIMES/TYPE: This is an online course that meets on Wednesdays from 18:05 – 21:00.

OFFICE HOURS: Wednesdays 10:00 – 12:00 and by appointment.

REQUIRED TEXTS:

- Contracts: Making and Doing Deals, Epstein et al. (6th ed., West Academic 2022)
- Occasional handouts distributed in hard copy, by email, or through Canvas course site

COURSE OVERVIEW/DESCRIPTION: The concept of what constitutes a contract is followed by detailed study of the various principles that govern the enforcement of contracts. Common law rules are emphasized, but attention is also given to the statutory changes imposed by the Uniform Commercial Code. Befitting the subject matter, we will consider not only the case law, but also how lawyers negotiate and draft contracts. By the end of the 2-semester course you will understand the concepts and theory of contracts as well as be able to negotiate and draft a basic agreement.

Prerequisites: None

LEARNING OUTCOMES: By the end of this semester students should be able to:

- Understand and apply the major common law doctrines involved in the formation of binding legal contracts, as well as alternative theories of obligation, and all as modulated by some of the statutory provisions of Article 2, Sales, of the Uniform Commercial Code
- Reference as persuasive, but not binding, the Restatement (Second) of Contracts
- Argue policy considerations in the tension between economic and social justice issues as contracts become part of everyday life for virtually all Americans

BASIS OF EVALUATION & ASSESSMENTS

- Class participation: ten (10) points
- Drafting exercise: fifteen (15) points
- Final Exam: sixty (60) points; four (4) hour internet-blocked open exam including a combination of short answer and essay questions.

EMAIL COMMUNICATION: Students must use their Mason email account to receive important University information, including communications related to this class. This is especially important for security and confidentiality of client information. I will not respond to messages sent from or send messages to a non-Mason email address.

ATTENDANCE: Regular and punctual attendance are required to earn academic credit. Attendance requirements for academic credit will follow the policies set forth in Academic Regulation 4-1. Should circumstances occur where you anticipate the possibility of missing a substantial number of class sessions (e.g. a serious illness), you should immediately contact the Assistant Dean, Student Academic Affairs. I will take attendance at each session by visually checking for you. **N.B.** Per Academic Regulation 4-1.1, "A student who is not present for at least seventy-five percent (75%) of a session of the course is absent from that session."

CLASS RECORDINGS PROHIBITED: Pursuant to Academic Regulation 4-2.2, no portion of a class session or an examination may be preserved by means of a recording device such as an audio recording device or camera. Any exceptions to this policy must be expressly permitted in writing by me. However, I have authorized the Law School's official recording of all sessions solely for purposes of accommodating excused absences, e.g., for COVID-19 related issues.

USE OF ANY GENERATIVE ARTIFICIAL INTELLIGENCE STRICTLY PROHIBITED: Generative artificial intelligence (GAI) is a type of artificial intelligence that uses algorithms to generate new content, such as text or images, based on the data it has been trained on. For purposes of this regulation, GAI is not intended to encompass legal research databases and word processing applications that, while incorporating AI-based elements or enhancements, do not generate novel text. The use of GAI in drafting or writing coursework, including in writing *or preparing to write* midterms and exams, is strictly prohibited. *Any violation of the foregoing will be considered academic dishonesty involving cheating in violation of Section 1.01.1 and/or 1.01.5 of the Honor Code, and violators may be subject to the disciplinary sanctions set forth in Section 3.01 of the Honor Code.* Law School instructors and administrators reserve the right to use AI detection software to find instances of GAI in student submissions.

COVID-19 INSTRUCTIONAL CONTINGENCY PLAN: This course is currently scheduled to be taught in person. It would only move to a virtual online format at the mandatory direction of the University or Law School. If I become incapacitated, the Dean's Office will determine a suitable replacement instructor.

COVID-19 HEALTH & SAFETY REQUIREMENTS: Please note that under current University health and safety protocols, face coverings and social distancing are required for all persons on campus. Please refer to the most up-to-date University policies [here](#).

ACADEMIC INTEGRITY: It is expected that students adhere to the Antonin Scalia Law School Honor Code. The Honor Code prohibits lying, cheating, or stealing. This includes a student obligation to never represent the work of another as their own, and to never provide or accept unauthorized assistance on any school related assignment. The Honor Code is available here: https://www.law.gmu.edu/academics/academic_standards.

CLASSROOM ACCOMMODATIONS: Disability Services at George Mason University is committed to providing equitable access to learning opportunities for all students by upholding laws that ensure equal

treatment of people with disabilities. If you are seeking accommodations for this class, please visit [Disability Services](#) for detailed information about the Disabilities Registration Process. Faculty may not receive or respond to requests for an accommodation. All requests must be handled by the office of Disability Services. You may contact Disability Services directly via email at ods@gmu.edu or phone at (703) 993-2474. If you have any questions about how in-class or testing accommodations are implemented at the law school, please contact the Assistant Dean, Student Academic Affairs for more information.

ADDITIONAL SCHOOL POLICIES AND RESOURCES:

STUDENT HONOR CODE - [Click Here](#)

ACADEMIC REGULATIONS - [Click Here](#)

UNIVERSITY LIFE: University Life provides student support resources such as **Counseling and Psychological Services** (<https://caps.gmu.edu/>), **Student Health Services** (<https://shs.gmu.edu/>), and the **Student Support and Advocacy Center** (<https://ssac.gmu.edu/>). For more information about University Life on the Arlington Campus, please visit: <https://ularlington.gmu.edu/>

SCHEDULE of class meetings

W 1/22: *Contemporary Promissory Estoppel; Statute of Frauds*
Readings: CB 362-79; 409-31

W 1/29: *Fraud and Material Misrepresentation; Lack of Capacity; Duress and Undue Influence; Illegality and Public Policy*
Readings: CB 432-74

W 2/5: *Unconscionability; Mistake; Where Do Deal Terms Come From?*
Readings: CB 474-500; 513-27; 538-42

W 2/12: *Legislature Supplied Terms; Parol and Other Extrinsic Evidence*
Readings: CB 542-82; 592-96

W 2/19: *UCC Warranties*
Readings: CB 615-42; 651-64

W 2/26: *Practical contract drafting*
Readings: NDA Precedent Form; Form of Miscellaneous Provisions
NDA Negotiation & Drafting Exercise assigned

W 3/5: *Conditions and Excuse*
Readings: CB 683-723

*F 3/7: **NDA Exercise Due: upload to Canvas by 5:00 pm; make sure your name is *IN* the document**

W 3/12: *No Class – spring break*

*T 3/18: **NDA Drafts returned; revise with partner**

W 3/19: *Impracticability; Frustration of Purpose*
Readings: CB 723-67

*T 3/25: **Final NDA due: upload to Canvas by 5:00 pm; make sure your name is *IN* the document**

W 3/26: *Material Breach*
Readings: CB 767-801

W 4/2: *Anticipatory Repudiation; Monetary Damages (expectation direct)*
Readings: CB 802-26; 847-68

W 4/9: *Monetary Damages (expectation consequential and incidental, reliance)*
Readings: CB 878-912

W 4/16: *Limitations on Monetary Damages*
Readings: CB 912-50

W 4/23: *Agreed Remedies; Specific Performance; Rescission & Cancellation*
Readings: CB 957-1004