

CONTRACTS LAW (CNGL)

CNGL 0104. Contracts. (4 to 5 Credits)

Studies the fundamental principles governing the formation and operation of contracts, the rights and liabilities of third parties, discharge of contracts by virtue of impossibility of performance, the Statute of Frauds, the parol evidence rule, and other defenses. The provisions of the Uniform Commercial Code relating to contracts are also considered. Four-credit courses that meet for 150 minutes per week require three additional hours of class preparation per week on the part of the student in lieu of an additional hour of formal instruction.

Attribute: JD.

CNGL 0204. Business Contracts. (4 Credits)

This seminar will survey how contracts can be designed to solve or avoid problems in a variety of business contexts. For example, we may read about joint ventures in technological innovation, merger agreements, licensing agreements, shareholder agreements, bonds, franchise agreements, and high-level management employment contracts, among other topics. The reading assignments will be primarily scholarly articles, as well as some actual contracts. Practicing attorneys may speak about their experience negotiating or litigating particular kinds of contracts. Each student will present the material for one selected week, as well as her brief reaction to it, and submit a research paper at the end of the course.

Attributes: BFE, LAWB, LAWF, LAWI, LLM, LWR.

CNGL 0206. Negotiation and Drafting: The Uniform Commercial Code and Business Contracts. (3 Credits)

This course is designed to improve the skill of the students in negotiation and drafting of business contracts and agreements. At the same time, they will learn the business practice and the applicable laws, in particular the Uniform Commercial Code. There will be a simulation in class for each kind of contract and agreement to be discussed. In discussing a particular business contract or agreement, the class is divided into two groups. One group represents one party to a transaction and the other group represents the other party. The two groups negotiate the terms of the transaction and drafting of the contract or the agreement. For instance, in negotiating a financing agreement, one group represents the lender and the other group represents the borrower. The terms proposed and counter-proposed must comply with the laws and regulations. Various scenarios will be presented, and the agreement will dictate the outcome of a dispute between the parties. Students will improve their negotiation and drafting skills through the simulations, and learn to anticipate and provide for possible problems.

Attributes: BFS, JD.

CNGL 0216. Introduction to United States Contract Law. (3 to 4 Credits)

This course will cover most of the basic material presented in the regular first-year course in contract law, taking special account of the development of contract law in common law jurisdictions in comparison with other legal traditions. The class will use a standard US casebook, because another goal of the class will be to familiarize students with the way in which contracts doctrine has evolved in the US legal system, the policy considerations underlying these doctrines, and the methods of legal reasoning employed by American lawyers in framing their arguments. There will be an open-book examination.

Attributes: CORC, LAWB, LAWI, LAWT, LLM, LMCO.

CNGL 1216. Contract Law and Drafting. (3 Credits)