

# Professor Robert Farley

## BLAW 220 – Business Law – Law of Contracts - Class Syllabus

### Class One: INTRODUCTION – COURSE OVERVIEW

Slide Set 01 Video 01

### Class Two: AN INTRODUCTION TO THE LAW

#### Part One: What is the Law?

Slide Set 02A Video 02A

- Definitions / Types of Laws / Priority of Laws

#### Part Two: What is a Right?

Slide Set 02B Video 02B

- Definitions / Natural Law / The Declaration

#### Part Three: Constitutions

Slide Set 02C Video 02C

- Federal and State  
 - Government Structure / Rights / Stories of Creation

#### Case Study: Marbury v. Madison

Case 02/Brief 02 Video 02D

- The Start of Judicial Review

### Class Three: CREATION / ENFORCEMENT OF LAWS

#### Part One: The Executive Branch

Slide Set 03A Video 03A

- Federal and State / Powers / Regs / Exec Orders

#### Part Two: The Judicial Branch

Slide Set 03B Video 03B

- Federal and State / Powers / Cases

#### Part Three: The Legislative Branch

Slide Set 03C Video 03C

- Federal and State / Powers / Statutes

#### Class Exercise: How a Bill Becomes a Law

Exercise 03 Video 03D

### Class Four: THE MEANING OF CONTRACTS

#### Part One: Rights in Contracts

Slide Set 04A Video 04A

- The Founders View of Contracts  
 - The Contracts in the Common Law  
 - Definitions / Elements of a Contract  
 - Nature and Classes of Contracts

#### Part Two: Contract Formation - Offers

Slide Set 04B Video 04B

- Definition  
 - Requirements of an Offer  
 - Termination of an Offer

#### Part Three: Contract Formation - Acceptance

Slide Set 04C Video 04C

- Definition  
 - Requirements of an Acceptance  
 - Form, Nature and Effect of Acceptance

#### Case Study: Kolchins v. Evolution Market

Case 04/Brief 04 Video 04D

- Recognition of Contractual Elements

### Class Five: CONTRACTUAL CAPACITY AND ASSENT

#### Part One: Contractual Capacity

Slide Set 05A Video 05A

- Definition  
 - Minors / Incompetents / Intoxication

#### Part Two: Mistake

Slide Set 05A Video 05A

- Unilateral Mistake  
 - Mutual Mistake  
 - Mistake in Transcription or Printing

#### Part Three: Deception or Pressure

Slide Set 05C Video 05C

- Intentional Misrepresentation / Fraud  
 - Negligent Misrepresentation  
 - Non Disclosure  
 - Undue Influence  
 - Duress

#### Case Study: Gerstein v. Broad Hollow Co

Case 05/Brief 05 Video 05D

- Free Will to Contract is Required

### Class Six: CONSIDERATION AND LEGALITY

#### Part One: Consideration

Slide Set 06A Video 06A

- Definition  
 - General Principles  
 - Special Situations  
 - Exceptions

#### Part Two: Legality

Slide Set 06B Video 06B

- Definition  
 - General Principles  
 - Partial Illegality

#### Part Three: Public Policy

Slide Set 06C Video 06C

- Definition  
 - Agreements Affecting Public Welfare  
 - Public Policy Violations

#### Case Study: Allegheny College v. National Bank

Case 06/Brief 06 Video 06D

- Consideration as a Condition of Contract

\*\*\* MIDTERM EXAM \*\*\*

### Class Seven: CONTRACT RULES & INTERPRETATION

#### Part One: Statute of Frauds

Slide Set 07A Video 07A

- Definition  
 - Oral and Written Contracts  
 - Effects of Noncompliance

#### Part Two: Parole Evidence Rule

Slide Set 07B Video 07B

- Definition  
 - Exclusion  
 - Non Application

#### Part Three: Rules of Construction

Slide Set 07C Video 07C

- Definitions  
 - Intent of the Parties  
 - Four Corners of the Contract  
 - Terms: Contrary / Ambiguous / Implied  
 - Conduct / Custom / Hardship

#### Case Study: Bethlehem Steel v. Turner Construction

Case 07/Brief 07 Video 07D

- Contracts are Considered from their Four Corners

### Class Eight: THIRD PARTIES AND ASSIGNMENTS

#### Part One: Third Party Beneficiaries

Slide Set 08A Video 08A

- Definition  
 - Modification / Termination  
 - Limitations  
 - Incidental Beneficiaries

#### Part Two: Assignments

Slide Set 08B Video 08B

- Definitions  
 - Form and Notice  
 - Rights and Liabilities  
 - Warrantees and Duties

#### Case Study: Fourth Ocean v. Interstate

Case 08/Brief 08 Video 08D

- The Rights of 3<sup>rd</sup> Party Beneficiaries in Contract

### Class Nine: CONTRACTUAL BREACH AND REMEDIES

#### Part One: Breach and Fulfillment of Contracts

Slide Set 09A Video 09A

- Definitions  
 - Anticipatory Breach  
 - Waiver and Cure of Breach

#### Part Two: Remedies

Slide Set 09B Video 09B

- Definitions  
 - Monetary Damages  
 - Non Monetary Damages  
 - Consequential Damages

#### Part Three: Contractual Provisions on Remedies

Slide Set 09C Video 09C

- Limitation on Remedies / Liability  
 - Liquidated Damages  
 - Attorneys Fees

#### Case Study: Newburger v. Lubell

Case 09/Brief 09 Video 09D

- Necessity to Perform Contract to Avoid Breach

### Class Ten: THE CRIMINAL LAW

#### Part One: Structure and Purpose of Criminal Law

Slide Set 10A Video 10A

- Substantive and Procedural Criminal Law  
 - Purpose of Criminal Law  
 - Criminal Law and Civil Torts

#### Part Two: Theories of Criminal Punishment

Slide Set 10B Video 10B

- Theories of Criminal Punishment / Sentencing  
 - Enforcement  
 - Classification of Crimes

#### Part Three: The Common Law Felonies

Slide Set 10C Video 10C

- Current Day Criminal Statutes  
 - Crimes at Common Law - Felonies

#### Case Study: Regina v. Dudley and Stephens

Case 10/Brief 10 Video 10D

- Necessity and Mens Rea

### Class Eleven: TORTS

#### Part One: General Principles

Slide Set 11A Video 11A

- Definitions  
 - Torts vs. Crimes  
 - Types of Torts

#### Part Two: Intentional Torts vs. Unintentional Torts

Slide Set 11B Video 11B

- Definitions  
 - Intentional Torts  
 - Unintentional Torts and Negligence

#### Part Three: Liability and Foreseeability

Slide Set 11C Video 11C

- Definitions  
 - Liability  
 - Foreseeability  
 - Strict Liability

#### Case Study: MacPherson v. Buick Motor Company

Case 11/Brief 11 Video 11D

- The Elements of Foreseeability

### Class Twelve: PAYMENT SYSTEMS – INTRODUCTION

#### Part One: Negotiable Instruments – Types/Parties

Slide Set 12A Video 12A

- Definitions  
 - Types of Negotiable Instruments  
 - Parties to Negotiable Instruments

#### Part Two: Negotiability

Slide Set 12B Video 12B

- Definitions  
 - Requirements of Negotiability, Factors & Language  
 - Statute of Limitations Issues

#### Part Three: Transfer/Problems/Warrantees

Slide Set 12C Video 12C

- Definitions  
 - Effect of Transfer / Process of Negotiation  
 - Forgery / Unauthorized Documents / Imposters  
 - Lost Instruments / Warrantees / Other Parties

#### Case Study: Manhattan Savings v. NY Natl Exchange

Case 12/Brief 12 Video 12D

- The Elements of Commercial Paper

### Class Thirteen: PAYMENT SYSTEMS – SECTION TWO

#### Part One: Parties to Negotiable Instruments

Slide Set 13A Video 13A

- Definitions  
 - Holders in Due Course  
 - Rights / Duties / Liabilities

#### Part Two: Defenses to Payment

Slide Set 13B Video 13B

- Defenses  
 - Liability Issues

#### Part Three: Checks and Fund Transfers

Slide Set 13C Video 13C

- Definitions  
 - Checks  
 - Fund Transfers

#### Case Study: Sabine v. Paine

Case 13/Brief 13 Video 13D

- The Value of Holders in Due Course

### FINAL EXAMINATION REVIEW

#### Final Exam Review Session

Slide Set 14A Video 14A

\*\*\* FINAL EXAM \*\*\*

#### CAREER SERVICES RESOURCES:

Whether you are planning for employment or graduate school, take advantage of the School of Business state-of-the-art professional development resources. (You can access them using your UAlbany email address).