

**MANAGEMENT 361: CONTRACTS IN BUSINESS RELATIONSHIPS  
COURSE SYLLABUS  
FALL SEMESTER 2007**

**Instructor: Mikal M. Weiss  
mweiss@northamptonlaw.com  
office hours by appointment  
413-586-3700**

**Texts:**

- 1. Epstein et al, Making and Doing Deals: Contracts in Context  
FIRST EDITION, LexisNexis, 2002**
- 2. Fisher, Roger and Ury, William, Getting to Yes  
Penguin Books, 1991**

**These books are available at the Umass Book Annex**

**Course Objectives:**

**Through this course you will learn how to:**

**Anticipate whether an agreement will be enforced by the courts**

- Learn how to read a judicial opinion concerning contract formation and enforceability;**
- Review a hypothetical (a fact pattern) and determine which of the elements of contract formation are present (or missing);**
- Assuming a breach of contract, review a fact pattern and determine the most likely court judgment for the non-breaching party (what time of remedy will a court fashion?)**

**Develop drafting skills**

- Recognize and avoid ambiguous language;**
- Understand what type contracts are needed from beginning to end of these relationships (purchase orders, confidentiality agreements, technology licenses, trademark licenses etc.);**
- Read provisions and recognize them as common type; and**
- Learn what steps to take to limit your liability.**

### Develop negotiating skills:

- Distinguish between "interest-based" and "position-based" bargaining;
- Understand the role bargaining power plays in contract negotiation;
- Use the suggestions from *Getting to Yes* to find creative solutions
- Participate in mock negotiations

### Grading:

Three or Four Quizzes (10% each), one Midterm, and a Final Exam (given equal weight, 30% each or 35% each depending on the number of quizzes) all contribute to your grade.

A (94 - 100), A- (90 - 93), B+ (87 - 89), B (84 - 86), B- (80 - 83), C+ (77 - 79), C (74 - 76), C- (70 - 73), D (67 - 60), and F (-0 - 59).

### Evaluations and Exams:

Exams and quizzes are open book and open notes. There are a number of reasons for this. First, Law, like any other discipline is in flux. One should be in the habit of confirming ones memory with authoritative texts. Second, even when the law has not changed, lawyers perform close readings of legal authority when a new fact situation arrives on their desks. A rule, statute or court decision will look different when one attempts to consider it in a new context. Knowing that your exams will be open book/open-notes will encourage you to absorb and organize the information in such a way to be most useful in application.

### Academic Honesty:

Original work is required. This means you may not cheat. You also may not assist others in this behavior. If you choose to research beyond the texts provided for any written homework or assignments, you must appropriately reference your sources. If you have any questions about the use of outside sources, please make an appointment to discuss this with me. Cheating, copying, failure to reference sources and failure to inform instructor of editing assistance from others on written assignments can result in sanctions up to and including receiving a failing grade in the course. It is just essential to properly reference sources and not to plagiarize. With regard to academic honesty, all University policies and procedures, rights and responsibilities apply.

### Respect:

An important line exists between challenging an idea and challenging the person who expresses that idea. We should treat each other with dignity and respect. Conflicting views will create dynamic discussions and help each of us refine our thinking. However, personal attacks whether express or subtle will stifle communication. Let us work together to think and speak critically of ideas and not of each other.

**Flexibility:**

**This syllabus is a guide. I will make reasonable efforts to communicate to you any material changes to this guide. However, please keep in mind that changes, additions and deletions may be made without notice.**

**Thank you, Mikal Weiss**

**IMPORTANT NOTE: MANY THANKS TO PROFESSOR JENNIFER TAUB FOR ALLOWING ME TO COPY SOME OF THE INFORMATION GIVEN ABOVE FROM HER PRIOR SOM MANAGEMENT 361 SYLLABI. MUCH OF THIS WORK IS HER ORIGINAL AUTHORSHIP. MIKAL WEISS**