

Revised UCC Article 2
Agenda
February 5-7, 1999

- I. Provisions on Scope of Article 2 and relation to other law, 2-103 & 2-104
 - A. Relation to Article 2B scope, 2B-103, 2B-104, 2B-105
 - B. See attached sections of Article 2B (December 1998 draft)
 - C. Other issues: Inclusion of “remedial promises; Relationship to other UCC articles and other state law.
- II. Electronic Contracting Issues (See attached memo with provisions from Article 2B and UETA)
 - A. Should Article 2 contain provisions that validate electronic records and signatures?
 - B. For contract formation purposes, are special timing rules needed in terms of sending and receiving electronic messages?
 - C. For contract formation purposes, are special rules needed regarding the “intent to contract when there is communication without human intervention?
 - D. For contract terms purposes, are special rules needed regarding when to include terms in the deal when communication is electronic?
 - E. For contract terms purposes, when terms are required to be conspicuous, how should that requirement be met in the electronic environment?
 - F. Should the draft deal with the following risks of error: error in translation (garbling), error of misdirection, error in attribution?
- III. Termination and Cancellation, 2-310, 2-311, 2-808 & related definitions
 - A. Notice requirements
 - B. rights remaining after termination or cancellation
 - C. Article 2B comparison, 2B-625 through 2B-627, 2B-702 & related definitions (Attached)
- IV. Waiver and Modification, 2-209, 2-702
 - A. Appropriate line between formation and modification
 - B. NOM clauses
 - C. Waivers of conditions and performance obligations
 - D. Article 2B comparison, 2B-303, 2B-605 (attached)
- V. Statute of Limitations, 2-814
 - A. review new structure and accrual rules

- VI. Effect of parties' agreement on provisions of Article 2, 2-108
 - A. Compare Article 2B, 2B-106 (Attached)
 - B. Choice of law and choice of forum, 2b-107, 2B-108 (Attached)
- VII. Review of selected provisions in parts 6-8. These sections have questions in the notes for the drafting committee to decide or have changed since the October draft based upon comments from the ALI or other concerns.
 - A. 2-602
 - B. 2-603
 - C. 2-605
 - D. 2-612
 - E. 2-701
 - F. 2-704
 - G. 2-705
 - H. 2-706
 - I. 2-707
 - J. 2-709
 - K. 2-710
 - L. 2-715
 - M. 2-807
 - N. 2-809
 - O. 2-815
 - P. 2-816
 - Q. 2-819
 - R. 2-821, 2-826
 - S. 2-825
- VIII. Review of Part 4 Warranty and provisions on "remedial promise"
 - A. Remedial promise, definition 2-102(a)(31A)
 - B. Remedial promise sections other than Part 4, 2-103, 2-810, 2-814, 2-827
- IX. Review of contract formation and terms sections, Part 2
 - A. The so-called "Gateway" problem is now treated in 2-207(d).
- X. Assignment, coordination with Revised Article 9, 2-503
 - A. See attached amendment to current 2-310 as a conforming amendment to revised Article 9.
- XI. Review of sections in Part 3: The purpose of reviewing these sections is to finalize the

statutory language. Be prepared to offer substitute language if you think there is a problem with the draft.

- XII. Review of sections in parts 6, 7 and 8 not discussed previously. The purpose of reviewing these sections is to finalize the statutory language. Be prepared to offer substitute language if you think there is a problem with the draft.
- XIII. Review of sections in Part 5, other than 2-503. The purpose of reviewing these sections is to finalize the statutory language. Be prepared to offer substitute language if you think there is a problem with the draft.
- XIV. Review of sections in Part 1 not discussed previously. The purpose of reviewing these sections is to finalize the statutory language. Be prepared to offer substitute language if you think there is a problem with the draft.
- XV. Discussion of effective date and transition provision.