

*February 2021*  
*MPT-1 File*

*In re Mills*

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**MEMORANDUM**

**To:** Examinee  
**From:** Isabel Banks  
**Date:** February 23, 2021  
**Re:** Charlotte Mills matter

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Our client, Charlotte Mills, owns an event planning business that organizes various social and athletic events in the city of Garden Grove. Mills was recently retained by the Ramble Group (Ramble) to plan its annual Springfest, a two-day event featuring a festival and a five-kilometer run. After Mills had already begun preparations for the event, she was informed that Ramble would be using another event coordinator.

Mills wants to know whether she has any legal recourse against Ramble. We have discussed the possibility of pursuing a claim against Ramble for breach of contract based on the communications and/or documents that were exchanged between Mills and Ramble's owner, Kathryn Burton.

I need you to draft a memorandum to me analyzing whether there is an enforceable contract between Mills and Ramble and what damages Mills might be entitled to if she were to sue Ramble for breach of contract. Another associate will assess other potential issues such as promissory estoppel and specific performance.

Do not include a separate statement of facts in your memorandum, but be sure to incorporate the relevant facts, analyze the applicable legal authorities, and explain how the facts and law support your conclusions.

**WARREN, SANCHEZ & BANKS LLP**  
**Attorneys at Law**

**FILE MEMORANDUM**

**From:** Isabel Banks  
**Date:** February 12, 2021  
**Re:** Charlotte Mills matter

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This memorandum summarizes my meeting today with Charlotte Mills regarding a potential business dispute:

- Mills is the owner of Mills Event Management (MEM), an event planning and coordination business that handles approximately 20 events per year, including festivals, races, galas, and fundraisers. MEM is basically a “one-woman show”; Mills handles all aspects of the business, bringing in paid helpers as needed.
- Mills has been in the event planning business for three years. Her services are increasingly in demand because she brings a creative perspective to the events she organizes, which boosts event attendance and enhances public and media awareness of the events and their hosts.
- In June of 2020, Mills was contacted by Ramble Group, a company in Garden Grove that hosts the popular Springfest event.
- Springfest is a weekend event that kicks off with a five-kilometer “Fun Run” at 8 a.m. on Saturday, followed by a festival the rest of Saturday and all day Sunday. The festival includes live music, food and beverages, vendor booths featuring local artists, and kids’ activities such as face painting.
- Springfest is held in April, typically the first or second weekend of the month. Springfest 2021 will be the fourth annual Springfest.
- Mills’s first contact with Ramble Group was a phone call from Ramble’s owner, Kathryn Burton, on June 3, 2020. In that phone call, Burton asked about Mills’s availability to organize and coordinate Springfest 2021, explaining that the event planning company that Ramble had used in other years was not available.

- During the call, Mills and Burton also brainstormed ideas for Springfest 2021, including possible venues, musical groups, and ways to boost attendance and enhance Ramble's marketing opportunities related to the event. The call ended with Burton saying that she was excited about the prospect of working with Mills.
- Mills and Burton exchanged several emails after the initial phone call, including an email from Mills to Burton that attached a written event planning proposal for Springfest 2021.
- The written proposal was never signed by either party, but Ramble paid the initial \$2,000 deposit outlined in the proposal.
- After Mills received the deposit, she began preparations for Springfest 2021, including the following:
  - contacting the city and county and securing the necessary permits for the event, which entailed filling out application forms and paying permitting fees
  - preparing a preliminary budget and master plan for the event
  - creating a new Springfest 2021 website to incorporate the themes and ideas discussed with Burton and paying related webhosting and domain fees
  - reserving Discovery Park and the Garden Grove Promenade as alternate venues for the festival portion of the event
  - designing a preliminary racecourse map for the five-kilometer run
  - contacting local musicians about performing at the event (no bands booked yet, but four bands confirmed to be available)
- In all, Mills's out-of-pocket expenses totaled \$3,000.
- While working on these tasks, Mills gave regular updates to Burton, mostly by telephone. At no time did Burton express concerns about Mills's event preparations.
- On August 10, 2020, Mills received a phone call from Burton stating that Burton had decided to use another event planning company for Springfest 2021.
- Mills tried to line up a replacement event planning engagement for around the same time as Springfest 2021 but was unable to do so.

## Initial Email Correspondence between Charlotte Mills and Kathryn Burton

From: Kathryn Burton <kburton@ramblefranklin.com>  
To: Charlotte Mills <cmills@memfranklin.com>  
Subject: Springfest 2021  
Date: June 4, 2020

Charlotte, it was a pleasure talking with you yesterday! I like the concepts you have for Springfest 2021, including your idea of inviting gourmet food trucks to serve food in addition to traditional food/beverage booths. I think your ideas for marketing and branding strategies would significantly increase event attendance and enhance Ramble's visibility as the event's host. For the last two years, we have nearly doubled attendance, and I'd like to see that trend continue this year.

Can you send me a proposal outlining the event planning, coordination, and oversight services you provide? We can decide on the event date and location later—it needs to be either the first or second weekend in April 2021, preferably in or near downtown Garden Grove.

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From: Charlotte Mills <cmills@memfranklin.com>  
To: Kathryn Burton <kburton@ramblefranklin.com>  
Subject: Springfest 2021  
Date: June 4, 2020

Hi, Kathryn. I'm very excited about the possibility of working with Ramble Group to make Springfest 2021 the best Springfest ever! As to potential event dates, I don't currently have any events booked for the first and second weekends in April 2021, so either weekend would be fine.

Some options for the venue would be the Garden Grove Promenade (which has green space and more room for food trucks), the Old Town Waterfront (across the bridge from downtown Garden Grove), and Discovery Park (probably the best option if you want the event to be in the heart of the downtown). All three venues could accommodate an event of this size. They all have adjacent roadways for the five-kilometer run, so it shouldn't be a problem to get the city permits for the run and police department approvals for road closures along the racecourse.

I'm attaching my proposal. Please review it and let me know if you have any questions.

**MILLS EVENT MANAGEMENT PROPOSAL**  
[attached to Mills's email of June 4, 2020]

Mills Event Management (MEM) is pleased to offer its professional management services for the Springfest 2021 event hosted by Ramble Group (Client). Services include event logistics, venue and course design, event consultation and guidance, and event marketing and branding. MEM will also oversee the hiring of necessary services, equipment rentals and deliveries, apparel ordering, and merchandise and awards if needed.

**SCOPE OF WORK**

MEM proposes to work alongside Client by providing professional event management services. This proposal outlines the pre-event and event-day services necessary to produce a smooth, safe, and professionally staged event.

**RESPONSIBILITIES OF MILLS EVENT MANAGEMENT**

Pre-Event Logistics and Planning

- Research and provide guidance on event date and location
- Prepare preliminary budget and master plan including venue and racecourse maps
- Reserve venue(s) and pay initial venue deposit(s) subject to reimbursement by Client
- Obtain necessary approvals and permits from the police department, city, and county
- Website assistance or design if needed
- Coordinate with city officials on necessary road closures, detours, parking areas, etc.
- Assist with selecting an emcee, DJ, and bands, if applicable

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Event-Day Site Logistics

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**RESPONSIBILITIES OF CLIENT**

- All financial obligations and expenses stemming from the event, including reimbursement of any expenses incurred by MEM. Such expenses may include but are not limited to (1) special event fees and permits, (2) facility rental fees, (3) website hosting, and (4) advertising and marketing.
- Solicitation and recruitment of all volunteers

- Acquisition and purchase of event insurance
- Neighborhood notification of residences and businesses as required by city
- Setup, breakdown, and removal of equipment rented or donated for event

**EVENTS INCLUDED IN AGREEMENT**

<b>NAME</b>	<b>VENUE</b>	<b>DATE</b>
Springfest 2021	To Be Determined	To Be Determined

It is understood that any event not yet determined or outlined with name, venue, and date will be scheduled according to the availability of MEM.

**PAYMENT**

Client shall pay MEM \$15,000 for up to the first 1,000 registrations or tickets sold and \$2 per additional registration or ticket sold. Client shall pay \$2,000 of this fee as a nonrefundable deposit before commencement of services.

Client shall reimburse MEM for any event-related expenses incurred by MEM.

All payments and reimbursements are due to MEM no later than seven days following completion of the event.

*Should the event be canceled, a minimum payment of \$2,500 will be due at cancellation, plus reimbursement of any event-related expenses incurred by MEM. Work will begin after initial deposit is received. Please make checks payable to Mills Event Management.*

**ACCEPTANCE OF TERMS**

We the undersigned accept the terms of payment and scope of work outlined in this agreement.

\_\_\_\_\_  
 Ramble Group  
 Name/Title:  
 Date: \_\_\_\_\_

\_\_\_\_\_  
 Mills Event Management  
 Name/Title:  
 Date: \_\_\_\_\_

## Additional Email Correspondence between Charlotte Mills and Kathryn Burton

From: Kathryn Burton <kburton@ramblefranklin.com>  
To: Charlotte Mills <cmills@memfranklin.com>  
Subject: Springfest 2021  
Date: June 7, 2020

I've reviewed your proposal—everything looks good. One question about your fees. Your fees include a lump sum of \$15,000 for the first 1,000 registrations or tickets sold plus \$2 for every ticket or registration sale above 1,000. Last year we had general admission ticket sales of about 2,500. However, we also generated about 500 registration fees from people who participated only in the 5K fun run and did not buy tickets for the festival. Does the \$2 per ticket fee in your proposal apply only to general admission tickets or would it also include fun-run-only registrations?

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From: Charlotte Mills <cmills@memfranklin.com>  
To: Kathryn Burton <kburton@ramblefranklin.com>  
Subject: Springfest 2021  
Date: June 7, 2020

Good question! Most festivals I handle have general admission ticketing—attendees pay a set price and receive a wristband allowing access to all areas of the event. Since Springfest is a combination festival and run, with some attendees participating only in the run, I'm willing to reduce the fee for fun-run registrations to \$1 per registration. So, if you had 2,500 general admission ticket purchasers and 500 fun-run participants, the first 1,000 general admission tickets would be included in my \$15,000 base fee, the remaining 1,500 general admission tickets would be charged at a rate of \$2 per ticket, and the 500 fun-run-only registrations would be billed at \$1 per ticket.

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From: Kathryn Burton <kburton@ramblefranklin.com>  
To: Charlotte Mills <cmills@memfranklin.com>  
Subject: Springfest 2021  
Date: June 8, 2020

That sounds fair. Are you still available the first weekend in April? That's the date we've chosen.

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From: Charlotte Mills <cmills@memfranklin.com>  
To: Kathryn Burton <kburton@ramblefranklin.com>  
Subject: Springfest 2021  
Date: June 8, 2020

Yes, I don't have anything booked for that weekend, but I am already getting inquiries about other events that month, so please let me know as soon as possible if you want me to move forward with



planning the event. If so, we should probably lock in a venue soon because they tend to book up quickly, especially for spring and summer events. I think our best bets are Discovery Park and the Garden Grove Promenade, which have the most flexibility in terms of the number of attendees they can accommodate as well as more space for vendor booths and a stage for the bands. I'd suggest submitting a reservation fee to hold both venues until you're ready to make a final decision.

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From: Kathryn Burton <kburton@ramblefranklin.com>  
To: Charlotte Mills <cmills@memfranklin.com>  
Subject: Springfest 2021  
Date: June 9, 2020

I agree that we really need to get going on this. Can you please check on the availability of both sites? Also, I think it's important to freshen up the Springfest website and give it a real facelift this year. Is that something you can help with?

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From: Charlotte Mills <cmills@memfranklin.com>  
To: Kathryn Burton <kburton@ramblefranklin.com>  
Subject: Springfest 2021  
Date: June 9, 2020

Absolutely! I've got some great ideas for the website.

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From: Kathryn Burton <kburton@ramblefranklin.com>  
To: Charlotte Mills <cmills@memfranklin.com>  
Subject: Springfest 2021  
Date: June 9, 2020

Fantastic! Please get started on the website design. I'll get you Ramble's initial deposit by the end of this week. I'm looking forward to working with you to make Springfest 2021 a huge success!

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From: Charlotte Mills <cmills@memfranklin.com>  
To: Kathryn Burton <kburton@ramblefranklin.com>  
Subject: Springfest 2021  
Date: June 9, 2020

Sounds great! Once I receive your deposit, I'll take care of securing the two potential venues and you can reimburse me later, per our agreement.