**Contracts**

**Law 5000 Section 17G8**

**University of Florida Levin College of Law**

**Professor Wentong Zheng**

**spring 2018**

**Syllabus**

(Last Updated: January 4, 2018)

**Course Information**

 Credits: 4

Class meeting time and place: Mon/Tue/Wed/Thur, 11:00-11:50 am, Classroom 359

 Office hours: Monday-Wednesday 10:00 am-11:00 am

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**Course Description**

This course discusses fundamental contract law principles on contract formation, interpretation, performance and breach, and remedies. Main topics include bases for enforcing promises, nature of assent, offer, acceptance, battle of the forms, statutes of frauds, parol evidence rule, course of dealing, usage of trade, and course of performance, gap fillers, conditions, anticipatory repudiation, assurance of performance, specific performance, expectation damages, reliance and restitution damages, capacity, overreaching, unfair terms, standard form contracts, unconscionability, mistakes, impracticability, and frustration of purpose.

**Course Objectives**

By the end of the course, students should be able to accomplish the following:

* Understand basic contract law principles on formation, interpretation, performance and breach, and remedies;
* Understand the application of basic contract law principles in commercial and non-commercial transactions;
* Be familiar with major pitfalls in contract drafting;
* Acquire knowledge and skills necessary for legal representation on contract law matters.

**Required Course Materials**

Contracts: Cases, and Materials

By E. Allan Farnsworth, Carol Sanger, Neil B. Cohen, Richard R.W. Brooks & Larry T. Garvin (Foundation Press, Eight Edition)

 Selections for Contracts

By E. Allan Farnsworth, Carol Sanger, Neil B. Cohen, Richard R.W. Brooks & Larry T. Garvin (Foundation Press, 2013 or afterward)

**Course Website**

You must register as course participants on our web site, which is listed under my name on The West Education Network [http://lawschool.westlaw.com/twen](file:///C%3A%5CDocuments%20and%20Settings%5Cpowells%5CLocal%20Settings%5CTemporary%20Internet%20Files%5CContent.Outlook%5CITL%20Course%20Fall08%5C%3Chttp%3A%5Clawschool.westlaw.com%3E) (no password required). If you are a law student and do not have a Westlaw account, please contact your student Westlaw representative. If you are not a law student, please ask me to register you as a Guest user and obtain a temporary Westlaw account for you. I will use the web site to post assignments and class materials and correspond with you.

**Class Attendance**

Requirements for class attendance, make-up exams, assignments, and other work in this course are consistent with university policies that can be found at: <https://catalog.ufl.edu/ugrad/current/regulations/info/attendance.aspx>.

I expect you to maintain a satisfactory record of class attendance. Beginning with the second class, you will be required to sign an attendance sheet for every class. However, I understand that circumstances beyond your control may cause you to miss classes. Therefore, each student is allowed to have eight (8) absences with no negative consequences. Provided that your total number of absences does not exceed eight (8), you do NOT have to notify me of the absences in advance or provide any justifications for them.

If you expect your total number of absences to exceed eight (8), however, please do notify me in advance of the anticipated absences. If the circumstances causing the anticipated absences are extraordinary—a determination to be made by me alone—I may exempt you from the class attendance policy for the absences. Extraordinary circumstances include, but are not limited to, medical emergency (with doctor’s note), protracted illness (with doctor’s note), and job interviews (with interviewer’s note). Absences due to observance of religious holidays are exempted from the class attendance requirement, too.

If your total number of absences in the semester exceeds eight (8) and you did not obtain advance approval from me, I reserve the right to lower your final grade by half a grade point (A to A-, A- to B+, and so on).

**Class Participation**

You will be assigned to a panel of three or four students who will be “on call” for one—and only one—week. The panel schedule can be found in **Class Schedule** below. Please make sure that you are prepared for class discussions during your assigned week. Inadequate class participation when you are on call may result in your final grade being lowered by half a grade point (A to A-, A- to B+, and so on). You are encouraged to participate in class discussions even if you are not on call. I reserve the right to increase your final grade by half a grade point (A- to A, B+ to A-, and so on) if you maintain an outstanding class participation record throughout the semester.

**Mid-Term Quiz**

 There will be a mid-term quiz scheduled for March 1, 2018. This will be an opportunity for you to review the class materials covered by far and to get familiar with the format of the final exam. The mid-term quiz will NOT be graded. I will distribute an answer key and you can use it to judge how well you did on the mid-term quiz.

**Final Exam**

Date: May 4, 2018

 The final exam for this course will be a four-hour open-book exam consisting of four essay questions. You are allowed to bring any PRINT materials to the exam room.

**Grading**

Your final grade for this course will be determined by your performance in the final exam, with possible adjustments on accounts of your class attendance and class participation records (see **Class Attendance** and **Class Participation** above respectively).

I adhere to the College of Law’s posted grading policies. Below is a table listing the possible letter grades and their corresponding point equivalents.

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| --- | --- |
| **Letter Grade** | **Point Equivalent** |
| A (Excellent) | 4.0 |
| A- | 3.67 |
| B+ | 3.33 |
| B | 3.0 |
| B- | 2.67 |
| C+ | 2.33 |
| C (Satisfactory) | 2.0 |
| C- | 1.67 |
| D+ | 1.33 |
| D (Poor) | 1.0 |
| D- | 0.67 |
| E (Failure) | 0.0  |

Generally, I will grant grade change requests only for calculation errors. Substantive review and re-grading of answers to specific questions will not be granted unless answers to ALL questions are reviewed and re-graded.

**Course Evaluation**

Students are expected to provide feedback on the quality of instruction in this course by completing online evaluations at <https://evaluations.ufl.edu>. Evaluations are typically open during the last two or three weeks of the semester, but students will be given specific times when they are open. Summary results of these assessments are available to students at <https://evaluations.ufl.edu/results/>.

**Disability Accommodation**

Students with disabilities requesting accommodations should first register with the Disability Resource Center (352-392-8565, www.dso.ufl.edu/drc/) by providing appropriate documentation. Once registered, students will receive an accommodation letter which must be presented to the Associate Dean for Students when requesting accommodations. Students with disabilities should follow this procedure as early as possible in the semester.

**Honor Code**

Academic honesty and integrity are fundamental values of the University community. Students should be sure that they understand the UF Student Honor Code at <http://www.dso.ufl.edu/students.php>.

**Class Schedule**

The following table sets out the class schedule along with information on the reading assignments and class panels. “CB” in the “Reading Assignments” column stands for “Case Book.” Unless explicitly indicated, you are not responsible for reading the “Notes” and “Problems” that happen to fall on the assigned pages. Both the class schedule and the reading assignments are subject to change.

 **Note: For each class hour, you should expect to spend about two hours reading the assigned materials**.

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| **Dates** | **Topic** | **Reading Assignments** | **Class Panel Members** |
| **Part 1: Bases for Enforcing Promises** |  |
| Jan. 8 | Theories of Contract Enforcement | CB 8-9. | --- |
| Jan. 9 | Consideration (I) | CB 31-42 (stop before Settlement Agreement); Notes 1, 3, 4 on pp. 38-40; Note 1 on p. 41; Problem on pp. 40-41. | Alharbi Mohammad Alhazmi Fahad Barr Lauren  |
| Jan. 10 | Consideration (II) | CB 48(start from Section B)-59; Notes 1, 2 on p. 51; Notes 1, 2 on pp. 53-54; Notes 1, 2, 3 on p. 58; Notes 1, 2, 3 on pp. 59-60. |
| Jan. 11 | Consideration (III) | CB 71 (start from Section D)-88; Note 1 on p. 75; Problem on pp. 85-86 (ignore the question on damages). |
| Jan. 16 | Reliance  | CB 90-99; 106-111; Note 1 on p. 94; Note 2 on pp. 99-100; Note 1 on p. 111. | Barthelemy Makhena Bee Rebecca Beguiristain Alexandra  |
| Jan. 17 | Restitution | CB 112-116; Note 1 on p. 116. |
| Jan. 18 | Restitution (II) | CB 117-122; Notes 1, 2, 5 on pp. 119-121; Notes 1, 2, 3 on p. 122; Problem on pp. 122-123. |
| **Part 2: Contract Formation** |
| Jan. 22 | Nature of Assent | CB 125-129; Notes 1 (first part only) , 2, 3 on pp. 129-130 | Bentley Adam Blanco YoannaBrahmbhatt Mitul Briley Kendall  |
| Jan. 23 | Offer | CB 140-149; Note on p. 143, Note 1 on p. 144, Note 1 on p. 147, Note 1 on pp. 149-150. |
| Jan. 24 | Acceptance | CB 156-167, 175-176 (stop before “Note”); Note 1 on p. 160, Note on p. 166, Note 1 on p. 167. |
| Jan. 25 | Termination of the Power of Acceptance | CB 177-192, 195 (start with Section E)-197(stop before *USLIC v. Wilson*); Notes 1, 2 on p. 192. |
| Jan. 29 | Battle of the Forms (I) | CB 199-210 (stop before “Notes”); Note on p. 204, Note on p. 205, Notes 1, 2 on p. 210. | Castellanos Danielle Centeno Danielle Anne Cohen Jacob HarrisDecembrino Michael  |
| Jan. 30 | Battle of the Forms (II) | CB 210-219; Notes 1, 2 on p. 212, Notes 1, 2 on pp. 219-220 |
| Jan. 31 | Battle of the Forms (III) | CB 221-227; Note 1 on p. 225 |
| Feb. 1 | Battle of the Forms (IV) | CB 227-234 (stop before “Note”); Note 1 on p. 230, Note 1 on p. 233 |
| Feb. 5  | Definiteness | CB 258-270; Notes 1, 2 on p. 261. | Dority James Ebrahimi Eitan Fanto Kristin Feldman Kally  |
| **Part 3: Statutes of Frauds** |
| Feb. 6 | Scope | CB 273-286, 290-299; Note on p. 279, Notes 1, 3 on pp. 286-287; Problem on p. 281, Problem on p. 291.  |
| Feb. 7 | Satisfying the Statute of Frauds | CB 299-310 (stop before Section 4); Note 1 on p. 307; Problem on p. 303. |
| Feb. 8 | The Statute of Frauds and Sale of Goods; Exceptions  | CB 7-8 (“UCC Primer”), 310-321; Note 1 on p. 312, Note 4 on pp. 321-322.  |
| Feb. 12 | Exceptions (cont.) | CB 322-334 (stop before Section 6); Problems 2, 3 on p. 329.  | Flenniken Sara Ford Michael Forsthoefel Luke Fox Adam  |
| **Part 4: Interpreting Contracts** |
| Feb. 13 | Parol Evidence Rule  | CB 405-415; Note on p. 407, Notes 1, 2 on pp. 410-411, Notes 1, 2 on p. 415.  |
| Feb. 14 | Extrinsic Evidence of Intent | CB 421-424 (stop before “Notes”), 425 (start with *Greenfield*)-428 (stop before “Notes”), 430 (start with *Trident Center*)-433; Notes 1, 2 on p. 424, Note 1 on p. 428, Note 1 on p. 433. |
| Feb. 15 | Course of Dealing, Usage of Trade, and Course of Performance | CB 448-458; Note 1 on pp. 455-456 (first paragraph only), Note on p.459. |
| Feb. 19 | Objective Interpretation | CB 459-467; Notes 1, 2 on pp. 460-461, Note 1 on p. 467.  | Guerrero John Hoisington Matthew Jimenez Kristen Kelley Anne  |
| Feb. 20 | Gap Fillers, Warranties and Mandatory Terms (I) | CB 467-473; Note 1 on pp. 473-474.  |
| Feb. 21 | Gap Fillers, Warranties and Mandatory Terms (II) | CB 474-481, 486-487; Notes 1, 2 on p. 477.  |
| **Part 5: Performance and Breach** |
| Feb. 22 | Conditions (I) | CB 725-732; Notes 1, 2 on p. 727-728, Note 1 on p. 732 |
| Feb. 26 | Conditions (II) | CB 733 (start with Section B)-734, 738-739, 742-744, 746-749; Notes 1, 2 on p. 739; Problem on p. 734. | Limonta Isabella Maras Courtney Markham Jacob Marseille Jean |
| Feb. 27 | Constructive Conditions of Exchange | CB 749-754; Note 1 on p. 754; Problem on p. 751. |
| Feb. 28 | Mitigation of Constructive Conditions | CB 756-759, 767-775; Note 1 on p. 768, Note 1 on p. 775. |
| Mar. 1 | Suspending Performance and Terminating the Contract | CB 779-785, 791-798; Note 1 on p. 785. |
| Mar. 12 | Anticipatory Repudiation | CB 799-810 (stop before *Cosden Oil & Chemical Co.*), 816-817.  | Metallo Rachael Mohandas Ajay Morillo Gabriella  |
| Mar. 13 | Assurance of Performance | CB 823-838; Note 1 on p. 829, Note 1 on p. 836. |
| Mar. 14**: Mid-Term Quiz** |
| **Part 6: Remedies** |
| Mar. 15 | Specific Performance | CB 617-625, 630-634; Notes 1, 2 on p. 620. |
| Mar. 19 | Damages | CB 9-20; Notes 1, 2 on p. 20. | Morse Zachary Nahhas JuliaO'Byrne Daniel  |
| Mar. 20 | Expectation Damages | CB 639- 642 (stop before “Introduction to Vitex”), 657-659, 661(start with *Jacob & Youngs*)-662.  |
| Mar. 21 | Reliance and Restitution Damages; Mitigation | CB 674-676. |
| Mar. 22 | Forseeability | CB 687-690, 695-698, 700-701. |
| Mar. 26 | Certainty | CB 703-708 . | Osei-Kofi AbrafiPatz Benjamin Peeler Andrew Pena Maria  |
| Mar. 27 | Liquidated Damages & Punitive Damages | CB 709-716, 24-25; Notes 1, 2 on p. 716. |
| Mar. 28 | The Economics of Remedies | CB 21-23, 638-639; Note 1 on pp. 23-24. |
| **Part 7: Validity of Contracts** |
| Mar. 29 | Capacity | CB 339-341, 349-354; Note 1 on p. 351, Notes 1, 2 on p. 354. |
| Apr. 2 | Overreaching (I) | CB 356-368 (stop before “Notes”), 371 (stop before “Partial Payment”); Note 2 on pp. 361-362.  | Perez Melissa Peterson Zachary Rodriguez Diana Rodriguez Nickera  |
| Apr. 3 | Overreaching (II) | CB 387-400 (stop before “Note”). |
| Apr. 4 | Unfair Terms | CB 489- 495; Note 1 on p.495.  |
| Apr. 5 | Standard Form and Adhesion Contracts | CB 501-512, 514-515; Note on p. 510.  |
| Apr. 9 | Unconscionability | CB 522-523, 525 (start with *Williams*)-529, 538-545; Note 2 on pp. 529-530. | Sharf Joshua Siblesz AlessandraSteele Andrew Suarez Sergio  |
| Apr. 10 | Performing in Good Faith | CB 550-553, 567-572; Note 1 on p. 572. |
| Apr. 11 | Public Policy | CB 574-579, 588(start with Section B)-592, 608-613. |
| **Part 8: Getting out of Contracts** |
| Apr. 12 | Mistakes I | CB 841-848; Note 1 on p. 848. |
| Apr. 16 | Mistakes II | CB 849-855. | Weinmann-Smith Samantha Wilson Abraham Zekri Iman |
| Apr. 17 | Impracticability | CB 862-868,882-884 ; Note 1 on pp. 864-865. |
| Apr. 18 | Frustration of Purpose | CB 899-904; Prob. 1 on pp. 901-902. |
| Apr. 19 | Half Measures | CB 915-920; Note on p. 916, Note 1 on p. 919. |
| Apr. 23 | Final Review | --- | ---  |