**Contracts**

**Law 5000 Class 14618**

**University of Florida Levin College of Law**

**Professor Wentong Zheng**

**spring 2022**

**Syllabus**

(Updated January 7, 2022)

**Course Information**

 Class meeting time and place: Tue/Thu/Fri, 9:15-10:30 am, Classroom HH-180

 Office hours: Tue/Thu, 12-1 pm

 Office: Holland Hall 312M

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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, Ninth Edition)

ISBN: 9781634606530

Selections for Contracts, 2021 Edition

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

ISBN: 9781636593814

**Canvas**

 We will use the course website on Canvas for class-related communications.

**Course Workload**

 It is anticipated that you will spend approximately 2 hours out of class reading and/or preparing for in class assignments for every 1 hour in class.

**Class Attendance**

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 four (4) absences with no negative consequences. Provided that your total number of absences does not exceed four (4), 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 four (4), 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 four (4) and you did not obtain advance approval from me, I reserve the right to lower your final grade by one level (A to A-, A- to B+, and so on). 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 two levels (A to B+, A- to B, and so on).

**Class Participation**

You will be assigned to a panel of two or three 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 one level (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 one level (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 on March 12, 2021. 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 2, 2022

 The final exam for this course will be a four-hour open-book exam consisting of ten short-answer questions and two essay questions. You are allowed to bring any print or electronic materials to the exam room. The law school policy on exam delays and accommodations can be found [here](http://www.law.ufl.edu/student-affairs/current-students/forms-applications/exam-delays-accommodations-form).

**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  |

The law school grading policy is available at: <https://www.law.ufl.edu/life-at-uf-law/office-of-student-affairs/current-students/uf-law-student-handbook-and-academic-policies>.

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.

## **Academic Honesty**

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>.

**Accommodation**

Students requesting accommodation for disabilities must first register with the Disability Resource Center (<http://www.dso.ufl.edu/drc/>). Once registered, students will receive an accommodation letter which must be presented to the Assistant Dean for Student Affairs (Dean Mitchell) when requesting accommodation. Students with disabilities should follow this procedure as early as possible in the semester.

## **Online Course Evaluation Process**

 Students are expected to provide professional and respectful feedback on the quality of instruction in this course by completing course evaluations online via GatorEvals. Guidance on how to give feedback in a professional and respectful manner is available at <https://gatorevals.aa.ufl.edu/students/>. Students will be notified when the evaluation period opens and can complete evaluations through the email they receive from GatorEvals in their Canvas course menu under GatorEvals or via <https://ufl.bluera.com/ufl/>. Summaries of course evaluation results are available to students at <https://gatorevals.aa.ufl.edu/public-results/>.

**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.

As of now, the class schedule contains detailed reading assignments only for the first four weeks. I expect to fill in the assignments information as we go, at least one week prior to class time.

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| **Dates** | **Topic** | **Reading Assignments** | **Class Panel Members** |
| **Part 1: Bases for Enforcing Promises** |  |
| Jan. 18 | Theories of Contract Enforcement; Consideration  | CB 8-10 (stop before Section 2); 48-57. | -- |
| Jan. 20 | Consideration (cont.) | Notes 1, 3, 4 on pp. 57-59; Problem on p. 59; CB 68-79; Notes 1, 2 on p. 72; Notes 1, 2 on pp. 74; Notes 1, 2, 3 on pp. 79-80. |  |
| Jan. 21 | Consideration (cont.) | CB 80; Notes 2, 3 on p. 81; CB 94-98; Note 1 on p. 95; CB 100-104; CB 106-113.  |
| Jan. 25 | Reliance; Restitution | CB 118-126; Note 1 on p. 121; Note 2 on p. 127; CB 136-141; Note 1 on p. 141; CB 142 (start with Sec. 5)-157; Note 1 on p. 147; Notes 1, 2, 5 on pp. 151-152. |  |
| **Part 2: Creating Contracts** |
| Jan. 27 | Nature of Assent; Offer | CB 161-173; Notes 1, 2, 3 on pp. 166-167; CB 184-191; Note 1 on p. 187. |
| Jan. 28 | Offer (cont.); Acceptance | CB 192-196; Note 1 on p .196; CB 199-200; CB 204-219; Note 1 on p. 211; Note 1 on pp. 217-218. |
| Feb. 1 | Termination of the Power of Acceptance | CB 228-245; Note 1, 2 on p. 236; Notes 1, 2 on pp. 245-246; CB 248-255.  |  |
| Feb. 3 | Battle of the Forms | CB 257-279; Notes 1, 2 on p. 271; Note 1 on p. 279. |
| Feb. 4 | Battle of the Forms (cont.) | CB 281-296; Note 1 on p. 292. |
| Feb. 8 | Definiteness | CB 323-336; Notes 1, 2 on p. 326. |  |
| **Part 3: Statutes of Frauds** |
| Feb. 10 | Scope | CB 339-355; CB 359 (start with Sec. B)-369; Notes 1, 3 on pp. 355-356; Problem on p. 349; Problem on 362. |
| Feb. 11 | Satisfying the Statute of Frauds; Sale of Goods | CB 370-385; Note 1 on p. 380; CB 7 (“Note 1: UCC Primer”); Note 1 on p. 385-386. |
| Feb. 15 | Exceptions  | CB 386-411 (stop before Section 6); Note 4 on p. 396; Problems 2, 3 on p. 405. |  |
|  **Part 4: Interpreting Contracts** |
| Feb. 17 | Parol Evidence Rule  | CB 487-501; Note on p. 490; Notes 2, 3 on pp. 495-496; Notes 1, 2 on p. 501; CB 507-511; Notes 1, 2 on pp. 511-512. |
| Feb. 18  | Extrinsic Evidence of Intent | CB 513-516; CB 520-523; Note 1 on p. 516; Note 1 on p. 523-524; CB 535-540. |
| Feb. 22 | Course of Dealing, Usage of Trade, and Course of Performance | CB 544-558; Note on p.558. |  |
| Feb. 24 | Limits of Objective Interpretation  | CB 558-567; Notes 1, 2 on pp. 560-561; Note 1 on p. 567. |
| Feb. 25 | Gap Fillers and Warranties  | CB 567-584; Note 1 on pp. 574-575, Notes 1, 2 on p. 579.  |
| **Part 5: Performance and Breach** |
| Mar. 1 | Conditions | CB 755-763, CB 765-777; Notes 1, 2 on p. 758; Note 1 on p. 763; Notes 1, 2 on p. 771; Problem on p. 766. |  |
| Mar. 3 | Constructive Conditions of Exchange; Suspending Performance and Terminating the Contract | CB 778-784, 796-817; Note 1 on p. 784; Problem on p. 780. |
| Mar. 4 | Mitigating Doctrines | CB 821-845; Note 1 on p. 823, Note 1 on p. 831.  |
| Mar. 15 | Anticipatory Repudiation | CB 846-864; Note 1 on p. 864.  |  |
| Mar. 17 | Assurance of Performance | CB 866-884; Note 1 on p. 873, Note 1 on p. 881. |
| Mar. 18 | Midterm (ungraded) |  |
| **Part 6: Remedies** |
| Mar. 22 | Specific Performance | CB 885-899; Notes 1, 2 on pp. 888-889; CB 26-28. |  |
| Mar. 24 | Remedying Breach | CB 10-25. |
| Mar. 25 | Measuring Expectation | CB 905-931; CB 938-941. |
| Mar. 29 | Limitations on Damages | CB 942-945; CB 964-990. |  |
| Mar. 31 | Stipulated, Liquidated & Punitive Damages | CB 991-1019.  |
| Apr. 1 | The Economics of Remedies | CB 34-42; Notes 2, 3, 4 on pp. 42-43. |
| **Part 7: Validity of Contracts** |
| Apr. 5 | Capacity; Overreaching | CB 415-418, 426-432, 435-448; Note 1 on p. 429, Notes 1, 2 on p. 432, Note 2 on p. 441. |  |
| Apr. 7 | Overreaching (cont.); Unfair Terms | CB 449-452 (stop before “Partial Payment”); CB 455-465; CB 593-600; Note on p. 600. |
| Apr. 8 | Standard Form and Adhesion Contracts | CB 607-624; Note 1 on p. 618.  |
| Apr. 12 | Unconscionability | CB 633-641, 655-670; Note 2 on pp. 642-643. |   |
| Apr. 14 | Performing in Good Faith; Public Policy | CB 672-675, 689-705; Note 1 on p. 695; CB 716-721, 738-744. |
| **Part 8: Getting out of Contracts** |
| Apr. 15 | Mistakes | CB 1021-1036; Notes 1, 2 on p. 1037. |
| Apr. 19 | Impracticability | CB 1046-1053; Note 1 on p. 1049. |  |
| Apr. 21 | Frustration of Purpose; Half Measures | CB 1087-1094; Prob. 1 on pp. 1090-1091; CB 1106-1113. |
| Apr. 22 | Final review |  |  |