

**CONTRACTS
LAW 5000 CLASS 14257
UNIVERSITY OF FLORIDA LEVIN COLLEGE OF LAW
PROFESSOR WENTONG ZHENG
SPRING 2023**

SYLLABUS

(Updated January 8, 2023)

Course Information

Class meeting time and place: Tue/Wed/Fri, 9:00-10:15 am, Classroom HH-285C
Office hours: Tue/Wed, 1-2 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, 2022 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 10, 2023. 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 5, 2023

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](#).

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.

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.

Dates	Topic	Reading Assignments	Class Panel Members	
Part 1: Bases for Enforcing Promises				
Jan. 17	Theories of Contract Enforcement; Consideration	CB 8-10 (stop before Section 2); 48-57.	Nader Abou Mrad Jorge Alvarez Thomas Alzuru Montserrat Arguello Erika Aristizabel	
Jan. 18	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. 20	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. 24	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.	Danielle Arnwine Christopher Baldwin Suzanne Baldwin Brandon Michael Blurton Caroline Ruth Bradley Jennavieve Brown	
Part 2: Creating Contracts				
Jan. 25	Nature of Assent; Offer	CB 161-173; Notes 1, 2, 3 on pp. 166-167; CB 184-191; Note 1 on p. 187.		
Jan. 27	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.		
Jan. 31	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. 1	Battle of the Forms	CB 257-279; Notes 1, 2 on p. 271; Note 1 on p. 279.		
Feb. 3	Battle of the Forms (cont.)	CB 281-296; Note 1 on p. 292.	John Marshall Calkins Chandler Campbell Ryan David Chatoo Sarah Anne Chen Nathan Riley Cochran Alexander Cohen	
Feb. 7	Definiteness	CB 323-336; Notes 1, 2 on p. 326.		
Part 3: Statutes of Frauds				
Feb. 8	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.	Clara Cohen Benjamin Cynamon Wesley Dantzler Giovanna De Albuquerque Britney Deas	
Feb. 10	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. 14	Exceptions	CB 386-411 (stop before Section 6); Note 4 on p. 396; Problems 2, 3 on p. 405.		
Part 4: Interpreting Contracts				
Feb. 15	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.	Priyanka Desai Zachary Stewart Fulton Chana Gandelsman Michael Gonzalez Christopher Hanna Patrick Healy	
Feb. 17	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. 21	Course of Dealing, Usage of Trade, and Course of Performance	CB 544-558; Note on p.558.	Andrea Hernandez Ciani Hodges Juan Israel Huaman
Feb. 22	Limits of Objective Interpretation	CB 558-567; Notes 1, 2 on pp. 560-561; Note 1 on p. 567.	Scott Jurkowski Mason Kanigowski
Feb. 24	Gap Fillers and Warranties	CB 567-584; Note 1 on pp. 574-575, Notes 1, 2 on p. 579.	
Part 5: Performance and Breach			
Feb. 28	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.	Kevin Kapral Noell Kellers Philip Kelly
Mar. 1	Constructive Conditions of Exchange; Suspending Performance and Terminating the Contract	CB 778-784, 796-817; Note 1 on p. 784; Problem on p. 780.	Julia Christine Kitt Joel Kratt
Mar. 3	Mitigating Doctrines	CB 821-845; Note 1 on p. 823, Note 1 on p. 831.	
Mar. 7	Anticipatory Repudiation	CB 846-864; Note 1 on p. 864.	Kourtney Lehman Edison Li
Mar. 8	Assurance of Performance	CB 866-884; Note 1 on p. 873, Note 1 on p. 881.	Li Lin Connor Michael McCarthy
Mar. 10	Midterm (ungraded)		Zachary McKinley
Part 6: Remedies			
Mar. 21	Specific Performance	CB 885-899; Notes 1, 2 on pp. 888-889; CB 26-28.	Evan Bernard Meiselman Jake Orlick
Mar. 22	Remedying Breach	CB 10-25.	Devki Pancholi
Mar. 24	Measuring Expectation	CB 905-931; CB 938-941.	Lauren Paolucci Ciara Poole
Mar. 28	Limitations on Damages	CB 942-945; CB 964-990.	Elizabeth Quinlan
Mar. 29	Stipulated, Liquidated & Punitive Damages	CB 991-1019.	Daniel Agustin Ramos Savannah Mae Rankich
Mar. 31	The Economics of Remedies	CB 34-42; Notes 2, 3, 4 on pp. 42-43.	Chase Robinson Brooke Alexandra Sause
Part 7: Validity of Contracts			
Apr. 4	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.	Kenneth Schuelke Carly Lynn Schwamm Lauren Elizabeth Sellers
Apr. 5	Overreaching (cont.); Unfair Terms	CB 449-452 (stop before "Partial Payment"); CB 455-465; CB 593-600; Note on p. 600.	Jeffrey Jacob Shoенfelt Tessa Soto
Apr. 7	Standard Form and Adhesion Contracts	CB 607-624; Note 1 on p. 618.	
Apr. 11	Unconscionability	CB 633-641, 655-670; Note 2 on pp. 642-643.	Caroline Abigail Swain Lauren Ashley VanHemel
Apr. 12	Performing in Good Faith; Public Policy	CB 672-675, 689-705; Note 1 on p. 695; CB 716-721, 738-744.	Dominic Vogt Jack Wagner
Part 8: Getting out of Contracts			
Apr. 14	Mistakes	CB 1021-1036; Notes 1, 2 on p. 1037.	Jack Ward

Apr. 18	Impracticability	CB 1046-1053; Note 1 on p. 1049.	Ceon Wong
Apr. 19	Frustration of Purpose; Half Measures	CB 1087-1094; Prob. 1 on pp. 1090-1091; CB 1106-1113.	Eugene Wright Claire Wubben Jared Young
Apr. 21	Final review		