

CONTRACTS
LAW 5000 CLASS 21930—4 CREDITS
UNIVERSITY OF FLORIDA LEVIN COLLEGE OF LAW
PROFESSOR WENTONG ZHENG
SPRING 2024

SYLLABUS

(Updated January 4, 2024)

Course Information

Class meeting time and place: Mon/Wed/Thu, 1:15-2:30 pm, Classroom HH-360
Office hours: Wed/Thu, 11:00 am-12:00 pm
Office: Holland Hall 312M
Phone: 352-273-0936
Email: wzheng@law.ufl.edu

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, Tenth Edition)
ISBN: 9781685612375

Selections for Contracts, 2023 Edition (or earlier)
By E. Allan Farnsworth, Carol Sanger, Neil B. Cohen, Richard R.W. Brooks & Larry T. Garvin (Foundation Press)
ISBN: 9798887860244

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 1, 2024. 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 3, 2024

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).

The Levin College of Law's mean and mandatory distributions are posted on the College's website and this class adheres to that posted grading policy. The following chart describes the specific letter grade/grade point equivalent in place:

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

The law school grading policy is available [here](#).

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.

Observance of Religious Holidays

UF Law respects students' [observance of religious holidays](#).

- Students, upon prior notification to their instructors, shall be excused from class or other scheduled academic activity to observe a religious holy day of their faith.
- Students shall be permitted a reasonable amount of time to make up the material or activities covered in their absence.
- Students shall not be penalized due to absence from class or other scheduled academic activity because of religious observances.

Exam Delays and Accommodations

The law school policy on exam delays and accommodations can be found [here](#).

Accommodations for Students with Disabilities

Students requesting accommodations for disabilities must first register with the Disability Resource Center (<https://disability.ufl.edu/>). Once registered, students will receive an accommodation letter, which must be presented to the Assistant Dean for Student Affairs (Assistant Dean Brian Mitchell). Students with disabilities should follow this procedure as early as possible in the semester. It is important for students to share their accommodation letter with their instructor and discuss their access needs as early as possible in the semester. Students may access information about various resources on the UF Law Student Resources Canvas page, available at <https://ufl.instructure.com/courses/427635>.

Student Course Evaluations

Students are expected to provide professional and respectful feedback on the quality of instruction in this course by completing course evaluations online via GatorEvals. Click [here](#) for guidance on how to give feedback in a professional and respectful manner. Students will be notified when the evaluation period opens and may 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 [here](#).

Recordings of Class

All classes will be recorded via Mediasite in case students must miss class for health reasons. The Office of Student Affairs will work with faculty to determine when students may have access to these recordings, and the recordings will be password protected. It is the student's responsibility to contact the Office of Student Affairs as soon as possible after an absence.

Compliance with UF Honor Code

Academic honesty and integrity are fundamental values of the University community. Students should be sure that they understand the UF Law Honor Code located [here](#). The UF Law Honor Code also prohibits use of artificial intelligence, including, but not limited to, ChatGPT and Harvey, to assist in completing quizzes, exams, papers, or other assessments unless expressly authorized by the professor to do so.

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); 48-58.	--
Jan. 18	Consideration (cont.)	Notes 1, 3, 4 on pp. 58-60; Problem on p. 60; CB 69-80; Notes 1, 2 on p. 73; Notes 1, 2 on pp. 75; Notes 1-4 on pp. 80-81.	--
Jan. 22	Consideration (cont.)	CB 81-82; Notes 2, 3 on pp. 82-83; CB 96-100; Note 1 on pp. 96-97; CB 102-105; CB 107-115.	Anthony J Biondillo Sabrina Unis Boos Jessica Nicole Buscher
Jan. 24	Reliance; Restitution	CB 120-129; Note 1 on p. 121; Note 2 on p. 123; CB 138-143; Note 1 on p. 143; CB 145-160; Note 1 on p. 149; Notes 1, 2, 5 on pp. 153-155.	
Part 2: Creating Contracts			
Jan. 25	Nature of Assent; Offer	CB 169-176; Notes 1, 2, 3 on pp. 176-178; CB 191-197; Note 1 on p. 194.	--
Jan. 26 (makeup)	Offer (cont.); Acceptance	CB 199 (start with “Advertisement as Offers”)-202; Note 1 on p. 203; CB 209-210; CB 213-228; Note 1 on p. 220; Note 1 on p. 227.	

Jan. 29	Termination of the Power of Acceptance	CB 238-258; Note 1, 2 on pp. 245-246; Notes 1, 2 on p. 258; CB 260-267.	Kaitlyn Anne Chronister Tiffany Lauren Crouch Alexa Jordan Fishman
Jan. 31	Battle of the Forms	CB 269-293; Notes 1, 2 on p. 283; Note 1 on p. 292.	
Feb. 1	Battle of the Forms (cont.)	CB 294-303.	
Feb. 2 (makeup)	Definiteness	CB 352-369.	
Part 3: Statutes of Frauds			
Feb. 5	Scope	CB 371-391; CB 395 (start with Sec. B)-397; Problem on p. 384; Notes 1, 3 on pp. 391-392.	Nataliya Fatima Hussain Keano Jacobs
Feb. 7	Satisfying the Statute of Frauds; Sale of Goods	CB 405-416, 418 (starts with Sec. 4)-420; Note 1 on p. 415, Note 1 on pp. 420-421.	
Feb. 8	Exceptions	CB 422-442; Note 4 on p. 432.	
Part 4: Interpreting Contracts			
Feb. 12	Parol Evidence Rule	CB 527-541; Note on p. 530; Notes 2, 3 on pp. 535-536; Notes 1, 2 on p. 541; CB 548-552; Notes 1, 2 on p. 552.	Caroline Judy Levine Shrivathsan Margam S Avery Carlyn Means
Feb. 14	Extrinsic Evidence of Intent	CB 556-563; Note 1 on p. 560; Note 1 on p. 564; CB 575-580.	
Feb. 15	Course of Dealing, Usage of Trade, and Course of Performance	CB 585-599; Note on p.599.	
Feb. 16 (makeup)	Limits of Objective Interpretation	CB 599-607; Notes 1, 2 on p. 601; Note 1 on p. 607.	
Feb. 19	Gap Fillers and Warranties	CB 608-623; Notes 1, 2 on p. 619.	Mina Melyo Sam Mendez
Part 5: Performance and Breach			
Feb. 21	Conditions	CB 805-813, CB 815-827; Notes 1, 2 on p. 808; Note 1 on p. 813; Notes 1, 2 on p. 821; Problem on p. 816.	
Feb. 22	Constructive Conditions of Exchange; Suspending Performance and Terminating the Contract	CB 828-834, CB 846-869; Note 1 on p. 834.	
Feb. 26	Mitigating Doctrines	CB 871-895; Note 1 on p. 873, Note 1 on p. 881.	
Feb. 28	Anticipatory Repudiation	CB 896-915; Note 1 on p. 915.	
Feb. 29	Assurance of Performance	CB 916-927; Note 1 on p. 923.	
Mar. 1 (makeup)	Midterm (ungraded)		--
Part 6: Remedies			

Mar. 4	Specific Performance	CB 929-945; Notes 1, 2 on p 932; CB 26-27.	Alexander Julian Nazareth Olivia Nelson Alexander H Nicholaou
Mar. 6	Remedying Breach	CB 10-24.	
Mar. 7	Measuring Expectation	CB 954-991.	
Mar. 27	Limitations on Damages	CB 992-995; CB 1015-1042.	Elena G Panzitta Thomas John Pecor
Mar. 28	Stipulated, Liquidated & Punitive Damages	CB 1043-1054; CB 1064-1071.	
Apr. 1	The Economics of Remedies	CB 34-41; Notes 2, 3, 4 on pp. 42-43.	Noah Alexander Silverstein Leslie Brooke Sims
Part 7: Validity of Contracts			
Apr. 3	Capacity; Overreaching	CB 447-450, 458-464, 467-480; Note 1 on p. 461, Notes 1, 2 on p. 464, Note 2 on p. 473.	
Apr. 4	Overreaching (cont.); Unfair Terms	CB 483-484 (stop before “Partial Payment”); CB 487-505; CB 639-646; Note 1 on p. 646.	
Apr. 8	Standard Form and Adhesion Contracts	CB 653-670; Note 1 on p. 664.	Luke Franklin Singleton Haley Ann Spinger Ryan Thorpe
Apr. 10	Unconscionability	CB 679-687, 703-717; Note 2 on pp. 688-689, Note 1 on pp. 717-718.	
Apr. 11	Performing in Good Faith; Public Policy	CB 719-723, 736-753; Note 1 on p. 743; CB 769-778, 795-801.	
Part 8: Getting out of Contracts			
Apr. 15	Mistakes	CB 1073-1088; Notes 1, 2 on p. 1088.	John Alexander Wettach Reece Alexander Wright
Apr. 17	Impracticability	CB 1098-1105; Note 1 on pp. 1100-1101.	
Apr. 18	Frustration of Purpose; Half Measures	CB 1132-1139; Prob. 1 on p. 1136; CB 1151-1156.	
Apr. 22	Final review		