

CONTRACTS I
Law 102
Professor Zywicki
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Updated July 29, 2026

COURSE SCHEDULE/MEETING TIMES/TYPE:

Tuesdays 1:50-3:50 PM

Class will meet in-person. From time to time it may be necessary because of weather or other reasons to meet virtually or to reschedule the time or day of class meeting. I will provide as much advance notice as possible of such situations.

If we are to meet remotely because of weather or otherwise, we will use Zoom to conduct class.

OFFICE HOURS: Monday and Wednesday 11:15-12:15 and Tuesday 1:00-1:30 and 4:00-4:30. I will also be available at other times by appointment or remotely.

REQUIRED & OPTIONAL TEXTS:

Required:

Robert E. Scott and Jody S. Kraus, *Contract Law and Theory* (6th ed. 2023)

Restatement (2d) of Contracts and UCC Article 2 (James E. Byrne, ed., Institute of International Banking Law & Practice, Inc.)

Optional:

Marvin A. Chirelstein, *Concepts and Case Analysis in the Law of Contracts*.

COURSE OVERVIEW/DESCRIPTION:

An introduction to the common law of contracts and where appropriate the Uniform Commercial Code. Contracts I will focus on the topics of contract formation (offer and acceptance and consideration) and enforceability.

LEARNING OUTCOMES: By the end of the course students should have acquired/be able to:

- Understand the doctrine of contractual consideration and substitutes
- Understand and recognize the process of offer and acceptance and versions thereof
- Understand the nature of an enforceable contract at common law as opposed to a gratuitous promise or non-binding commitments
- Understand the role of contract law as part of the system of private ordering within a market economy

BASIS OF EVALUATION & ASSESSMENTS

- Grading will be based on a final exam on a date to be determined by the law school. Exam format will likely consist of several essay questions designed to test the material covered during the semester. The exam will be based on material covered in class and class discussion.

- **Class participation:** I reserve the right to increase any student's final grade by one-third letter grade increment based on exemplary class performance.

INSTRUCTOR EXPECTATIONS

- Students are expected to be prepared for class each day.

COURSE RULES/STRUCTURE:

- I will "cold call" on several students each class to solicit class discussion.
- Students who are participating online will be expected to have your cameras on and prepared to participate if called on. At all other times, please mute your mic.
- Protocol for how online students can be recognized to participate in the discussion will be announced at a later date.

EMAIL COMMUNICATION: Students must use their MasonLive email account to receive important University information, including communications related to this class. The law school is adopting more widespread use of Canvas, which I will attempt to master sufficiently to communicate with you in addition to email.

ATTENDANCE: Regular and punctual attendance are required to earn academic credit. Attendance requirements for academic credit will follow the policies set forth in Academic Regulation 4-1. Should circumstances occur where you anticipate the possibility of missing a substantial number of class sessions (e.g. a serious illness), you should immediately contact the Assistant Dean, Student Academic Affairs.

CLASS RECORDINGS PROHIBITED: Pursuant to Academic Regulation 4-2.2, no portion of a class session or an examination may be preserved by means of a recording device such as an audio recording device or camera. Any exceptions to this policy must be expressly permitted in writing by me. For those students who are unable to attend a particular class for health reasons, a video recording of the class will be made available to stream through the law school.

EXAM CONFLICTS: In accordance with AR 4-4.1, excuses and requests for permission not to sit for an examination when scheduled must be presented, with appropriate documentation, to the Assistant Dean, Student Academic Affairs. Except in emergencies, such requests should be presented no later than two weeks before the date of the examination. All requests for extensions or rescheduling of deadlines will be processed through the Assistant Dean, Student Academic Affairs, whose decision will be final.

ACADEMIC INTEGRITY: It is expected that students adhere to the Antonin Scalia Law School Honor Code. The Honor Code prohibits lying, cheating, or stealing. This includes a student obligation to never represent the work of another as their own, and to never provide or accept unauthorized assistance on any school related assignment. The Honor Code is available at [Academic Standards](#).

COMMITMENT TO OPEN DIALOGUE AND DEBATE: Class sessions will be conducted according to the principles established in the law school's Statement of Faculty Principles on Classroom [Commitment to Open Dialogue and Debate](#).

CLASSROOM ACCOMMODATIONS: Disability Services at George Mason University is committed to providing equitable access to learning opportunities for all students by upholding laws that ensure equal treatment of people with disabilities. If you are seeking accommodations for this class, please visit [Disability Services](#) for detailed information about the Disabilities Registration Process. Faculty may not receive or respond to requests for an accommodation. All requests must be handled by the office of Disability Services. You may contact Disability Services directly via email at ods@gmu.edu or phone at (703) 993-2474. If you have any questions about how in-class or testing accommodations are implemented at the law school, please contact the Assistant Dean, Student Academic Affairs for more information.

ADDITIONAL SCHOOL POLICIES AND RESOURCES:

[STATEMENT OF FACULTY PRINCIPLES ON CLASSROOM DIALOGUE AND DEBATE](#)

[STUDENT HONOR CODE](#)

[ACADEMIC REGULATIONS](#)

UNIVERSITY LIFE: University Life provides student support resources such as **Counseling and Psychological Services ([CAS](#))**, **Student Health Services ([SHS](#))**, and the **Student Support and Advocacy Center ([SSAC](#))**. For more information about University Life on the Arlington Campus: [University Life Mason Square](#)

COURSE ASSIGNMENTS/SCHEDULE

(Exact assignments are approximate for each week and will be updated from week to week depending on progress)

Class 1—Offer: 1-33, Handout *Leonard v. PepsiCo, Inc.*, 225-229

[Video: Pepsi Harrier Jet Commercial](#)

[Video: Pepsi Stuff Commercial](#)

Rest. (2d) §§ 1, 2, 4, 16, 17, 18, 19, 20, 21, 22, 23, 24, 26

Class 2—Offer (continued): 225-238, 239-240

Rest. (2d) §§ 30, 32, 36, 38, 39, 42, 45, 50, 54, 56, 60, 62, 63, 66, 69, UCC § 2-206

Class 3—Acceptance and Revocation: 239-260, *skip* 260-271, 271-306

Rest. (2d) §§ 59, 61, UCC §§ 2-104, 2-207

UCC §§ 2-104, 2-207

Class 4—“Battle of the Forms” and Internet Contracts: 286-306

Rest. (2d) §§ 17

Class 5—Consideration, Promissory Estoppel, and Material Benefit: 147-160, 161-182; 183-193; *skip* 193-203, 204-207, *skip* 207-214, 214-218

Rest. (2d) §§ 71, 72, 74, 81, 95, 73, 74, 79

Rest. (2d) § 90, § 86

Rest. (2d) Introduction to Chapter 4, Topic 2: Contracts Without Consideration

Class 6—Preliminary Negotiations: 309-335

Class 7—Outputs and Requirements Contracts: 347-373

UCC §§ 1-201(20), 1-303, 1-304, 2-102, 2-103(1)(b), 2-104, 2-105, 2-204, 2-208, 2-305, 2-306

Rest. (2d) §§ 33, 34, 204

Class 8—Exclusive Dealing: 373-388, 388-407

UCC §§ 1-303, 2-206, 2-311

UCC §§ 1-201(2), 2-306, 2-103(1)(b)

Rest. (2d) § 205

Class 9—Modification and Collaborative Contracts: 407-438

Rest. (2d) §§ 72, 73, 84, 89, 188, 205 UCC § 2-209

Class 10—Duress and Fraud: 439-469, *skip* 469-473, 473-479 (Notes 1, 4, 5, 6, 7), *skip* 480-490

Rest. (2d) §§ 174, 175, 176, 177

Rest. (2d) §§ 159, 160, 161, 162, 163, 164, 166, 167, 168

Class 11—Duty to Disclose, Infancy, Mental Illness: 491-508, 508-526

Rest. (2d) §§ 12, 13, 14, 15, 16

**Class 12—Illegality and Immorality: 526-548, *Handout* “The Curious Lives of Surrogates,”
Newsweek (Apr. 7, 2008)**

Rest. (2d) §§ 178, 179, 180, 181, 185

Class 13--Unconscionability: 548-563

Rest. (2d) § 208

Final Exam: December 1 Noon