

**Introduction to Start-up Law**  
**Fall 2024**  
**Professor Nicole Killoran**  
**Wednesdays 3:35 – 5:10 P.M. OAKES 211**

**Availability:**

I am available to meet by appointment. To schedule, please use my [Calendly page](https://calendly.com/nakilloran/30minany) (<https://calendly.com/nakilloran/30minany>). You may also contact me via text at 802-557-0770 or email at [nakilloran@vermontlaw.edu](mailto:nakilloran@vermontlaw.edu).

**Overview:** In this course, you will learn basic skills and concepts to provide legal and strategic advice, and legal education, to entrepreneurs, start-ups and early-stage companies. You will attend lectures given by a mix of professors and practicing attorneys. You will be introduced to the following during the course:

- Understanding early-stage companies
- Business and legal ethics
- Entity formation, corporate liability, and tax
- Early-stage finance
- Contracting, leasing/real-estate and employment law
- Regulatory law and government affairs
- Land use and permitting law
- Intellectual property
- Legal innovations and service delivery
- Law practice management
- Professionalism

In addition to attending lecture, you will take on three projects during the semester, taking three different perspectives on advising startup companies. More detailed descriptions of these assignments will be provided throughout the semester.

- The **first project** is a **group project**. You will simulate starting your own company with a group of peers and deciding which entity form you will take.
- Your **second project** will be an **individual project**. You will either develop a deliverable on a legal issue your simulated startup might encounter, or provide a legal education presentation (and resource summary) for a small business client through the SBL Clinic.
- Your **final project** will be a **combination group and individual presentation**. You will present as a group on your first project, and explain your business plan and entity choice to the class. You will also present individually on the legal issue you developed for your simulated startup, or on your educational presentation (and resource summary) for a small business client through the SBL Clinic.

**Readings:** There is no assigned textbook for this course. The readings will be available through links to relevant materials that will be distributed prior to class. The readings will consist of academic and general media articles, statutes, regulations, and judicial opinions.

**Grading:** The grade for the course will be based on one two-part group project, one deliverable or one VLSell client resource summary, a final presentation as a group and individually, attendance, participation, and professionalism.

**Accessibility:** Having the right environment in which to absorb and retain information is critically important. To that end, the following guidelines will be followed in the Canvas course and the classroom, in person and virtual, for the SBL Clinic:

- **Freedom to Roam:** If you need to get up and go potty, stand and listen, stretch your legs, wander, discharge nervous energy, focus your mind, etc., feel free to move around and do so at any time during class without announcing yourself.
- **Class Recordings:** Recordings with a transcript will be made of each lecture, and posted to the class Canvas page after class.

- **Lighting:** If you are light-sensitive, we can darken a portion of our classroom for comfort.
- **Predictable Grading:** In the Canvas course, you will find rubrics for how each of your assignments this semester will be graded; adhere to the rubrics' expectations, and you will likely be able to predict your grade.
- **Creative Requests Welcome:** If you have any particular needs with regard to materials, classroom conditions, information delivery, instructions, sensory needs, etc., or if you have ideas for how the class may be made more accessible and inclusive, please let Prof. Killoran know so she can adjust and provide what is needed.
- **Open Communication:** Prof. Killoran is personally dedicated to helping each student feel supported, heard, understood, and accepted, as a foundation to strong learning during the semester. Please communicate questions, needs, feedback, concerns, and/or suggestions freely, and thank you.

### Assignments, Due Dates and Grades:

Assignment	Due Date	Point value
<b>First Project</b>		
Simulated startup (short) business description & memo	9/23/2024 @ 11:59 PM	15 points
Memo on entity selection, registration forms and governance documents	10/14/2024 @ 11:59 PM	25 points
<b>Second Project</b>		
Deliverable for simulated startup's legal issue(s) OR business brief for VLSell Clinic client	12/2/2024 @ 11:59 PM	30 points
<b>Third Project</b>		
Final presentations: Group pres. on startup, business plan, and entity selection Individual pres. on legal issue/deliverable, or VLSell consult ** Please submit any powerpoint or other slide deck to me by 11:59 PM the day before your presentation to the class **	12/4/2024 In class	30 points

Additional information about assignments will be provided during class and in emails.

### Topics & Tentative Schedule (subject to adjustment as needed):

Wk	Date	Topic	Presenter
1	August 28	Course Overview, Issue Spotting, Brainstorm Startups Corporations Part I – for-profit entities	Prof. Killoran Prof. Oliver Goodenough
2	September 4	Corporations Part II – non-profit, social enterprise, and cooperative entities	Prof. Oliver Goodenough
3	September 11	Contracts	Prof. Killoran
4	September 18	Intellectual Property	Brian Bailey, <i>Bailey Legal Services</i>
Makeup	September 19	Ethics for Clinicians (the 7 Cs), attend (3:35-5PM, Oakes 107) or watch recording Make-up for Wednesday before Thanksgiving	Mike Kennedy, <i>Vermont Bar Counsel</i>
5	September 25	Landlord-Tenant and Leases	Prof. Killoran
6	October 2	Advising Cannabis Businesses	Tim Fair, <i>Vermont Cannabis Solutions</i>
7	October 9	Disaster Recovery for Businesses	Prof. Killoran

8	October 16	Running a Social Enterprise, and BIPOC-Owned Businesses in Vermont	Weiwei Wang, <i>Vermont Professionals of Color Network</i>
9	October 23	Zoning and Land Use	Prof. Killoran
10	October 30	Advanced Financing, Lending & Debt	Dave Gurtman, <i>Dinse</i> Prof. Killoran CONFIRMED
11	November 6	NO CLASS – Monday class schedule	-----
12	November 13	Regulatory Compliance (through the lens of data privacy)	Jeanne Eicks, <i>Colleges of Law</i>
13	November 20	Business Transitions & Succession Planning	Andrew Marchev, Three Rivers Legal
14	November 27	NO CLASS – Thanksgiving week	-----
15	December 4	Final Presentations (note, extended session)	-----