

Introduction to Start-up Law
Fall 2025
Professor Nicole Killoran
Wednesdays 3:35 – 5:10 P.M. OAKES 107

Availability:

Appointments Rock: This [Motion scheduler](#) makes it simple.

My Location(s) and Hybrid Schedule:

- Mon/Wed/Thu: On campus, office located in the South Royalton Legal Clinic's suite, 2nd floor of the Legal Services Building.
- Tue/Fri: Working from home in Randolph, available via Teams or phone.

Office Hours: Mon/Wed, 1-2PM, Oakes 107 (or on Teams, link [here](#))

Email and Texting Preferred: nakilloran@vermontlaw.edu, 802-557-0770

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
First Project		
Simulated startup (short) business description & memo	9/23/2025 @ 11:59 PM	15 points
Memo on entity selection, registration forms and governance documents	10/14/2025 @ 11:59 PM	25 points
Second Project		
Deliverable for simulated startup's legal issue(s) OR business brief for VLSell Clinic client	12/2/2025 @ 11:59 PM	30 points
Third Project		
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 **	12/3/2025 In class	30 points

Additional information about assignments is in the [FA25 Intro to Start Up Law Canvas course](#).

Wk	Date	Topic	Presenter
1	August 27	Course Overview, Issue Spotting, Brainstorm Startups	Prof. Killoran
		Business Associations Part I – for-profit entities	Prof. Oliver Goodenough
2	September 3	Business Associations Part II – non-profit, social enterprise, and cooperative entities	Prof. Ben Varadi
3	September 10	How to Start Your Own Business	Sarah Kearns, Tammie Jo Dickinson, <i>Vermont Small Business Development Center</i>
4	September 17	Contracts	Brian Bailey, <i>Bailey Legal Services</i>

Makeup	TBD	Ethics for Clinicians (the 7 Cs), attend (time/date TBD) or watch recording Make-up for Wednesday before Thanksgiving	Mike Kennedy, <i>Vermont Bar Counsel</i>
5	September 24	Intellectual Property	Prof. Ben Varadi
6	October 1	Risk, Liability, and Insurance	Prof. Nicole Killoran
7	October 8	Q&A with a Successful Business Owner	TBD
8	October 15	Employee Ownership: Coops and ESOPs	Matt Cropp, <i>Vermont Employee Ownership Center (VEOC)</i>
9	October 22	Zoning and Land Use	Prof. Killoran
10	October 29	Advanced Financing, Lending & Debt	TBD
11	November 5	NO CLASS – Monday class schedule	-----
12	November 12	Regulatory Compliance (through the lens of data privacy)	Jeanne Eicks, <i>Colleges of Law</i>
13	November 19	Commercial Leases	Prof. Killoran
14	November 26	NO CLASS – Thanksgiving week	-----
15	December 3	Final Presentations (note, extended session)	-----