



**SUNY** **STARTUP  
SUMMER SCHOOL**

**Week 5**

**Mastering Startup Agreements and Exit Strategies**



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# Course Schedule

Week	Date	Course Title	Presenters
✓ 1	May 28	Entrepreneurship 101 – What It Takes To Commercialize Your Tech	Felix Litvinsky, Abakama Allison Yacci, DataCicada
✓ 2	June 4	Discover Customer Discovery	Olga Petrova, University at Buffalo Kathryn Cherny, Binghamton University
✓ 3	June 11	Evaluation of the Opportunity – Patentability and Marketability Basics	Lance Reich, SUNY RF Joy Goswami, SUNY RF
✓ 4	June 18	How To Win Grants – Mastering Non-Dilutive Funding Sources	Kirk Macolini, InteliSpark
📌 5	June 25	Mastering Startup Agreements & Exit Strategies	Rich Honen, Phillips Lytle
6	July 2	Team Chemistry – Leveling Up Your Company	Doug Benel, SUNY RF Ana-Maria Galeano, Galeano Law Firm
7	July 9	Strategies for Unstoppable Success	Arel Moodie, Reed Oak
8	July 16	Telling and Selling Your Story	Maureen Ballatori, Agency 29 Michael Lightman, Hate Your Deck
9	July 21- July 25	1:1 Meeting With SUNY Venture Advisors	
10	July 30	Demo Day and Graduation	You!


# Course Schedule: What you need to know

1. May 28-July 16: Instructional Zoom webinars will be held every Wednesday from 10:30-12:00 PM ET. Recordings will be available.
2. Next week we will be offering double participation points. Keep doing what you're already great at — participating!
3. June 30 – July 28: Virtual I-Corps short regional course.
4. July 21 – July 25: Office hours with Venture Advisors to apply what you are learning and prep for your Demo Day pitch.
5. July 30: S4 culminates with a Demo Day and Graduation celebration where participants pitch their technology or venture for one or more \$50k Technology Accelerator Fund Catalyst Investments. Demo Day and Graduation are scheduled to be in person at the University at Albany's ETEC Complex in Albany, NY on July 30.



# S4 Leaderboard

 <b>Leaderboard Top 21</b>			
	First Name	Last Name	Points
1	Biswas	Rijal	14
2	Bahram	Salehi	13
3	Junaid	Zubairi	13
4	Aiman	Yaseen	11
5	Josh	Chen	10
6	Gurtej	Singh	10
7	Ridham	Varsani	10
8	Teresa	Huho	10
9	Weiying	Dai	9
10	Janet	Paluh	9
11	Rommel	Trotman	9
12	Ahmed	Alajlouni	8
13	Chen	Lin	8
14	Jinjun	Xiong	8
15	Andrew	Talal	7
16	Fraser	Sim	7
17	Jennifer	Adams	7
18	Jonathan Raj	Katikala	7
19	Michael	Mak	7
20	Qingxiao	Zheng	7
21	Snehal	Tomar	7

 <b>Leaderboard By Campus</b>		
#	Campus	Points
1	University at Buffalo	168
2	Binghamton University	122
3	Stony Brook	75
4	University at Albany	62
5	SUNY Fredonia	19
6	ESF	18
7	Upstate Medical University	15
8	SUNY Poly	9
9	SUNY Empire State College	8
10	SUNY Oswego	5
11	SUNY New Paltz	5
12	NY-Creates	4
13	SUNY College of Optometry	4
14	SUNY Old Westbury	3
15	SUNY Brockport	2
16	Downstate Health Sciences Univ	2
17	SUNY Oneonta	1
18	Buffalo State, SUNY	1
19	UCAWD/SUNY ATTAIN	1
20	Mohawk Valley Community College	1
21	Monroe Community College, SU	0

# SUNY Technology Accelerator Fund (TAF)

## S4 Catalyst Investment Eligibility

To be eligible for a TAF S4 Catalyst Investment, teams and/or companies must meet all of the following requirements:

1. Developing technology that is SUNY intellectual property;
2. Enrolled in the S4 Class of 2025;
3. Participate in the S4 Demo Day pitches on July 30, 2025;
4. By December 31, 2025, complete the company formation process if a company has not already been formed; and
5. By December 31, 2025, the company receiving the TAF S4 Catalyst Investment must demonstrate that it has an active license or option to the technology it plans to commercialize from a SUNY campus.



# Quick Pitch Presentation Guidelines



12 Minute  
Presentation Time  
Slot

Maximum Presentation Time – 7 Minutes  
Q&A with Judges – 5 Minutes



Pitch Presentation  
Judging Rubric

Available at the end of this presentation



Only Include  
Nonproprietary  
Information

It is ok to reference intellectual  
property without providing details  
You may not ask the judges and  
audience to sign non-disclosure  
agreements



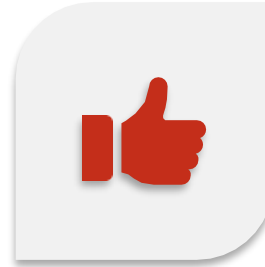
# Pitch Recommendations



Keep your presentation to 6 slides or less



Limit technical data in actual presentation



Make sure slides are visually pleasing



Include backup slides with supporting data



Include information on business model and go-to-market strategy

Practice and remember to relax – you got this!



# Slide Template





# Slide 1: Technology/Service

- What is the technology or service and what is innovative about it?
- What type of product, process, or software can the innovation be incorporated into?
- What is the status of any such intellectual property protection (e.g., technology disclosure, patent applications, issued patents, registered copyrights or marks)?
- What are the plans for establishing and building an intellectual property portfolio or strategy?



## Slide 2: Market Opportunity

- What specific market need will the technology or service satisfy?
- How has the market opportunity been validated through customer discovery or industry outreach?
- Has any member of the team or company participated in any formal customer discovery training through a National Science Foundation I-Corps Regional or National Program?
- What is the current value proposition and what would be the potential market entry point?



## Slide 3: Commercialization Pathway

- What is the projected development and commercialization pathway for the technology or service?
- What are the potential barriers to commercialization?
- How did customer or end-user feedback inform the commercialization plan and go-to-market strategy for the technology or service?
- What support structures exist (or are needed) in order to introduce the new product or service to the market?
- How will the TAF S4 Catalyst Investment unlock additional funding?



## Slide 4: Commitment

- What commitment of resources (e.g., patent expenditures, equipment, corporate formation) has the team, company, campus, or a third party made to support this effort to date?
- What type of commitment is needed to initiate the commercialization strategy?
- What steps will the team or company take to secure the commitment of a third party (e.g., funding agency, investor, strategic partner) to support the continued commercialization and development of the technology or service?



## Slide 5: Team

- Has the proposed team demonstrated a passion for commercialization of their technology, such as active and consistent participation in the S4 webinars?
- Does the team demonstrate strong and sustainable potential to build off the S4 programming to continue the development of their venture and commercialization of the technology or service?
- Do any members of the team (e.g., founders, advisors, directors) have expertise in technology development and entrepreneurial interests or aspirations?



# Judging Rubric

**Quick Pitch Presentation (each category has 10-point scale for 50 possible points)**

## **Technology/Service**

The individual(s) or team has/have demonstrated the technical feasibility and readiness of their technology or service to provide impact and customer value in its initial target markets.

## **Market Opportunity**

The individual(s) or team has/have validated a need in the market and an initial plan to capture that need through their go-to-market strategy and business model. The technology or service is positioned to deliver significant value to customers for which they are willing to pay.

## **Commercialization Pathway**

The individual(s) or team has/have developed a sound initial commercialization pathway for the technology/service, identified potential barriers, and incorporated feedback from the market.

## **Commitment**

The individual(s) or team has/have or plans to actively contribute resources to support this effort and demonstrates a real commitment to moving forward with their venture.

## **Team**

The individual(s) or team has/have the skills (or show strong potential to gain the skills required) to be successful in developing the company and commercializing the technology/service and the ability to identify, manage, and overcome risks associated with their venture.



# Questions about S4?



Email us at [S4@rfsuny.org](mailto:S4@rfsuny.org)



Let's jump into our session on Mastering  
Startup Agreements and Exit Strategies!



**SUNY** STARTUP  
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# **Mastering Startup Agreements & Exit Strategies**

**Richard E. Honen, Esq.**

**Phillips Lytle LLP**

**June 25, 2025**



# Choice of Entity

Need to form a legal entity (usually a corporation or limited liability company) to hold the IP and to make it easy to divide ownership.

- ▶ LLC's and corporations fulfill many of the same needs
- ▶ Venture capital investors often prefer corporations
- ▶ Delaware being challenged by other states

# Confidentiality and Assignment of Work

Written agreements between the Company and third parties which address:

- ▶ Confidentiality (NDA)
- ▶ Assignment of IP (Work for Hire)
- ▶ Independent Contractor Agreements

# Founders Agreements

A written agreement between the Founders and the Company which addresses:

- ▶ Confidentiality; Non-competition
- ▶ Assignment of IP
- ▶ Stock ownership and vesting issues

# License and Commercialization Agreements

- An agreement with the owner of the technology, often the RF or a college or university
- Standard license terms and benchmarks
- Important to work with your tech transfer office to determine realistic benchmarks

# Joint Development Agreements

- When two or more parties agree to share resources to develop something together
- Parties own their existing IP, and generally share the results of the collaboration in some way
- Usually highly technical

# Early-Stage Investments -Equity

- ▶ Investor is buying a piece of the company
- ▶ The valuation issue
- ▶ Costs

# Early-Stage Investments - Convertible Notes and SAFES

- ▶ An advance of money that converts into ownership
- ▶ Delays the valuation issue until data points are more visible
- ▶ Investor is not yet an owner
- ▶ Much lower costs

# Exits and Sale Transactions

- ▶ Why it's called M&A
- ▶ Strategic vs. Financial Buyers
- ▶ Corporate clean-up
- ▶ The process
- ▶ Rollovers



# Questions?

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- ▶ Please answer the Zoom poll question.
- ▶ Recording will be sent tomorrow.
- ▶ Don't forget to connect with us on [LinkedIn](#).
- ▶ See you next week for

### Week 6: July 2

### Team Chemistry – Leveling Up Your Company