Building Superior Teams:

Key to Growth and Funding in your Startup Company...Lessons Learned when you build from scratch

By Robert A. Adelson, Esq. Engel & Schultz LLP

IEEE Boston Entrepreneurs' Network (ENET) Waltham, Massachusetts
March 3, 2009

How to Find People

- ■Build & Work your own Network – Talk to anyone who will listen
- Ask who they know –Leverage your contacts
- ■The VC has his own network use it but don't rely on it ...you can freely tap many more networks



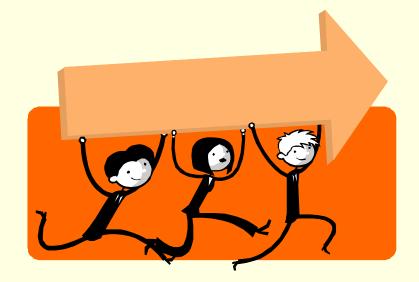
There's a Lot of Logistics to Building a Company

- Avoid learning on your own nickel avoid expense of learning what is known elsewhere
- Bring in experience people who already made mistakes and have learned from them
- Find best person who already knows
- what you need



Reduce Risk to Yourself and Your Investors

- Use consultants if necessary and get to know them—they may join your team in the future
- Bring in complementary experience
- Use known individuals where possible—they've worked with your or people you trust



Hire Right and Delegate

- Bring in people of top quality
- Let them do their jobs
- Try not to make yourself the hub of the wheel Delegate, empower others
- Always keep looking for talent
 Be in position to tap people
 as/when needed

Know How to Change and Adapt

- Business plans evolve, products and plan rarely ends the way you start & first envision
- You want to be consistent in your goals... But you don't want to be stubborn if something is just not working.
- If it's not working, try to fail "quickly"
- Admit mistakes, Learn from errors and move on

Try-to-Buy

- Engage with people as informal advisors
- Get people excited and involved with your company, so they want to join you.
- Keep them interested, so that in time, it's the hire who suggests joining you
- Be cognizant of pay d differential - consultant vs. full time employee



Pulling a Team Together with No Money

- Set agreed wage structure. Billing rate based on one's prior paying job.
- Stock vested based on work performed
- Using stock grants and not options
- 83(b) tax election and vesting of shares
- Conserve cash for those who need it most



Vesting Schedule to Protect Company

Shorter vesting period early in company's life cycle because employees are

not fully paid and company at greatest risk of failure

Vesting based on milestones achieved

Ability to get back unvested stock if people leave



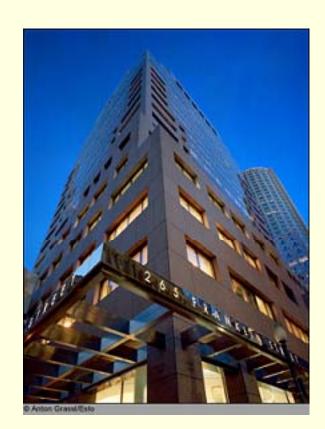
Hire Early, Fire Early

- Set Milestones Note any failures to achieve them
- Note how well the person interfaces with the group
- Collective Judgments if several people note the failings then firing appropriate.
- Firing is hard to do, but all must pull their weight



Thank You!

Robert A. Adelson, Esq.
Engel & Schultz, LLP
265 Franklin Street, Suite 1801
Boston, MA 02110
(617) 951-9980 ext 205
radelson@engelschultz.com
www.engelschultz.com



Robert A. Adelson, Esq., Boston, MA Corporate and Tax Attorney

For Businesses. Adelson designs and implements Business formation; VC and angel finance; Stock, options, vesting plans; Shareholder agreements; Trademarks, trade secrets and IP protection, licensing; Software and product development and distribution; Partnerships, Joint Ventures, M&A

For Service Providers. Adelson negotiates employee terms sheets, employment contracts, NDAs, Noncompetes, Stock, options, Phantom stock; Relocation, Severance, retention, termination agreements; and for consultants, service and subcontracting agreements; Entity choice, liability protection; trade identification, trademark, IP protection.

<u>Publications.</u> Mr. Adelson is a frequent lecturer, with numerous articles in those fields, including articles published in *Boston Business Journal, Darwin Magazine, Mass High Tech, Family Business* magazine, *Genetic*

Engineering News, Small Business Opportunities magazine and The Culpepper Letter (serving the software industry). His work as a prominent Boston business and tax attorney has been recognized in articles in the Boston Globe and Boston Herald and in a chapter of the book, published in 2000, The End of Shareholder Value. A member of the Massachusetts and New York Bars, Mr. Adelson is also Vice-Chair of ENET - Boston Entrepreneurs' Network and Advisory Board member of the 128 Innovation Capital Group.