

# EXIT PLANNING CONSULTING

## Preparing Businesses For Sale

### The Mission

1. PMI Advisors optimizes business values in preparation for the sale.
2. Investment Bankers sell the businesses.
3. Wealth Advisors manage the Sellers' proceeds.

PMI Advisors works alongside Wealth Advisors, Investment Bankers, Accounting Firms, Legal Firms, and others.

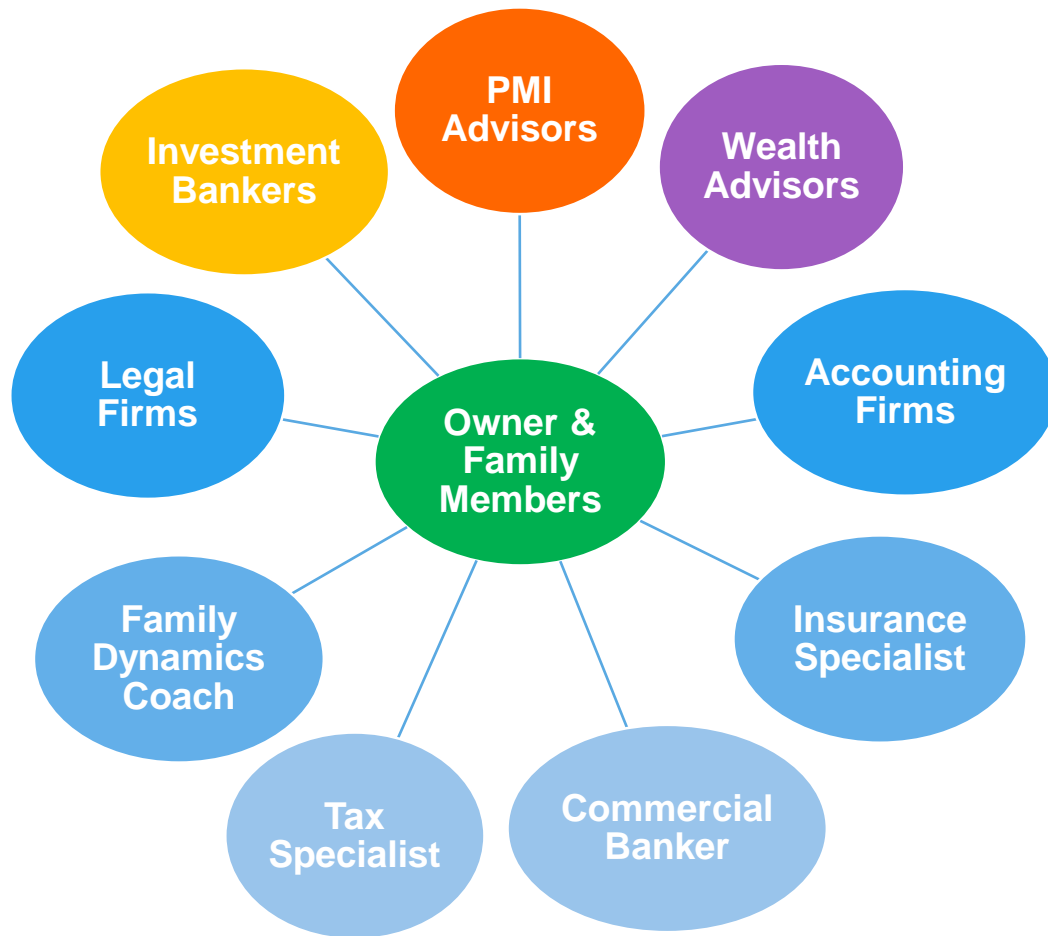
**We Help Create, Protect and Optimize Enterprise Value™**

# Outline

| Topic                                  | Page |
|--|------|
| • Transition Team                      | 3    |
| • Target Markets – Business Exits      | 4    |
| • Deal Readiness® Methodology          | 8    |
| – Deal Readiness Assessment            | 10   |
| – Emergency Operations Plan            | 18   |
| – Business Continuity / Succession     | 19   |
| – Strategic / Business / Action Plans  | 20   |
| – Board of Advisors / Monthly Meetings | 22   |
| • Services / Pricing                   | 24   |
| • Business Development – Sales         | 25   |

**We Help Create, Protect and Optimize Enterprise Value™**

# Transition Team



- Tax Planning
- Legal Compliance
- Financial/Wealth Planning
- Insurance
- Intellectual Property Issues
- Business Valuation
- Estate Planning
- HR & Succession Issues
- Equity Capital Raising
- Business Transition Broking Issues
- Strategy & Value Creation (For example, social media, advertising, marketing, sales training, messaging, planning)
- Shareholder Alignment & Timing
- Personal / Executive Coaching / Psychology & Family Dynamics
- Personal Wellness / Fitness

**We Help Create, Protect and Optimize Enterprise Value™**

# Business-Owner Clients

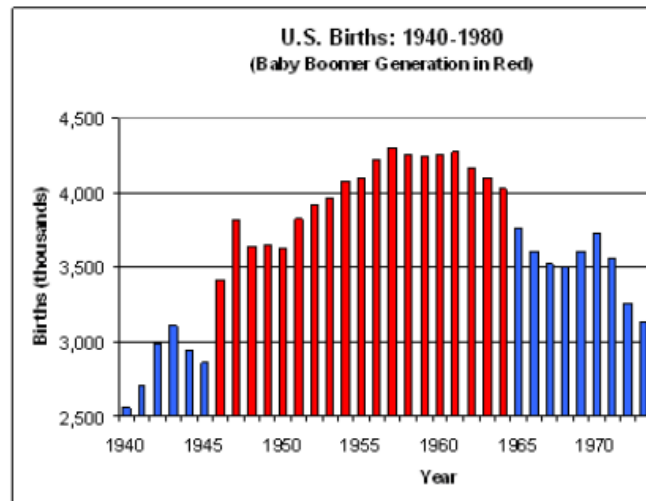
- Our target market is “Silver Tsunami” Baby Boomer Business Owners with annual revenues >\$25 million. However, businesses with revenue of at least \$5 million will benefit from our services.
- Statistics show that over 70% of Business Owners' assets are typically locked up in their businesses.
- The majority of businesses that go to market don't sell, leaving those Owners without solid options.
- An Owner/CEO who is “ready” with an attractive business greatly increases the odds that the business will find a serious buyer.
- We work with Owners/CEOs to approach the exit strategy with the same focus and drive that helped to build their businesses.



# The “Silver Tsunami” – Baby Boomer Age Wave

## Baby Boomer Characteristics

- SHEAR SIZE
- CRISIS GENERATION
- NOT ENOUGH JOBS SO STARTED BUSINESSES
- MOST ENTREPRENEURIAL IN HISTORY - 1 OUT OF 3 CREATE BUSINESSES
- RISK TAKERS
- RE-INVENT THEMSELVES OVER AND OVER
- PLEASURE
- LIVE FOR NOW!



Source: © 2018 Exit Planning Institute

## Age Wave

- First boomers turned 65 in 2011; 10,000 turn 65 everyday; the youngest are now 50.
- Own 63% of the private businesses in U.S.
- 80-90% of their wealth is tied up in their businesses
- EPI recent survey confirms: 76% plan to transition over the next 10 years; 48% in the next 5 years
- Represents a transfer of 4,500,000 businesses and over \$10 trillion of wealth

# Business Exit Challenges

## Challenge #1

50% of exits are not voluntary

- Death
- Disability
- Divorce
- Distress
- Disagreement

5 D's

▶ All of the above are contingencies that can be planned for

## Challenge #2

- Owners are leaving \$ on the table because they are focused on income generation; not focusing on enterprise value
- Income does not automatically translate to value
- Most businesses are not salable and do not make it through the second generation

Source: © 2018 Exit Planning Institute

# Types of Business Owners - Sellers

## Compare to Selling a House

### Get Out Now



### Quick Fixer

Real Estate  
Painting/Gardening

#### Business

- Policies & Procedures
- Contracts
- Management financials
- Systemize the business
- Systemize marketing metrics
- Document IP and assets
- Customer testimonials &
- Business awards
- Simple expense reduction

### Renovator

Real Estate  
Knock out walls/Build up

#### Business

- Recruitment
- Strategic direction and plans
- Better marketing
- Sales force training
- Marketing strategies
- Product positioning
- Product extension
- Market extension
- Clear messaging
- Short term profit improvement
- Patents/trademarks
- Major expense reduction

### Developer

Real Estate:  
Zoning/major development

#### Business

- Major company reinvention
- Acquisitions
- Equity/financial expansion
- New products
- New markets
- Business model review & re-align
- Re-branding Business and marketing strategies
- Management succession

**We Help Create, Protect and Optimize Enterprise Value™**

# Deal Readiness® Methodology

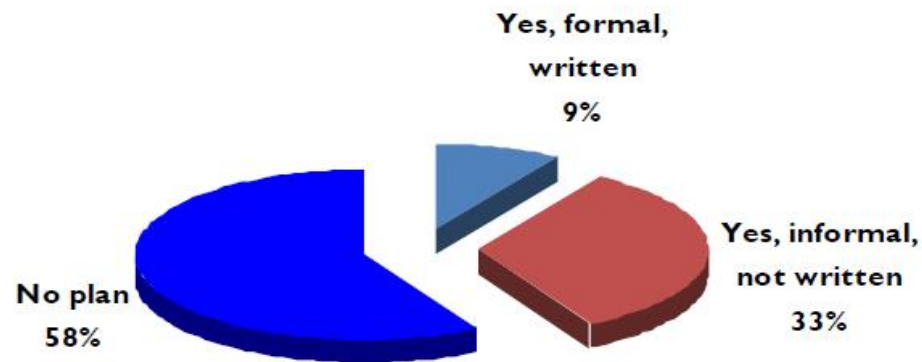


**We Help Create, Protect and Optimize Enterprise Value™**

# Exit Strategy = Business Strategy

There is a direct correlation between written plans and business performance

Have you prepared a Transition/Succession Plan?



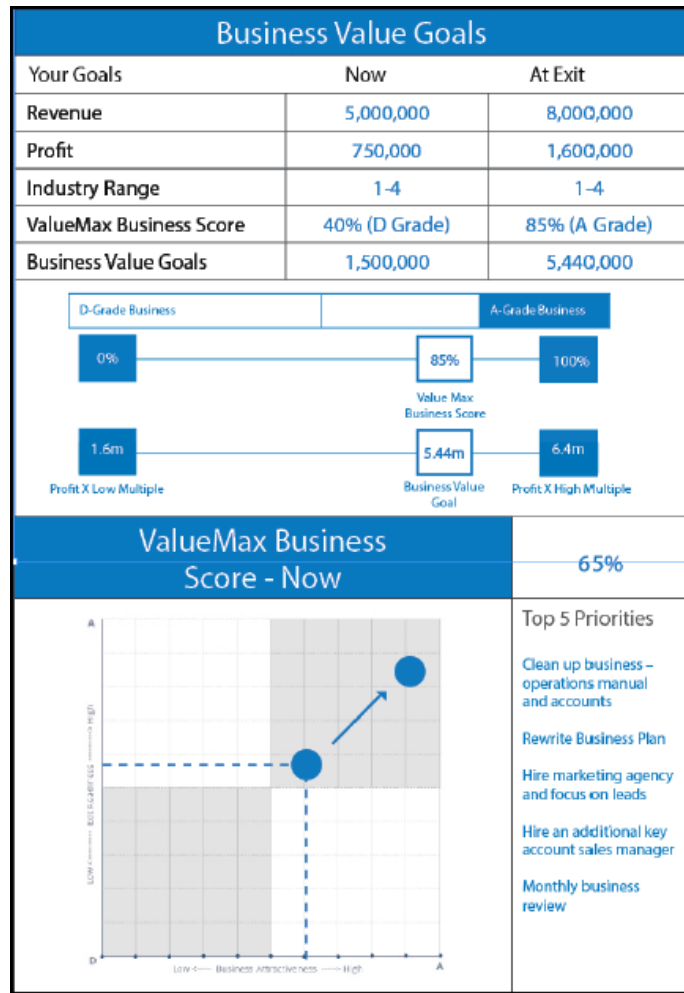
502 private business owners  
\$1MM to \$100MM in revenue  
Palladium Group Survey in 2007

## Exit Strategy = Business Strategy

- ▶ Exit Strategy is about creating, harvesting, and preserving family wealth for generations to come.
- ▶ It is about implementation of good business practices.
- ▶ Focusing on enterprise value drives positive outcomes for all including better lifestyle.
- ▶ Investment is justifiable with growth of enterprise value as the goal.
- ▶ Working as a team uncomplicates the process and improves the experience for owners.

Source: © 2018 Exit Planning Institute

# Assessment - Business Value Goals (PMI Advisors)



**Up to 150 Questions in 20 Functional Areas to Perform a Deep-Dive Assessment**

| ATTRACTIVENESS SCORE _____                       |   |
|--|---|
| <input type="checkbox"/> Business Factors        | <input type="checkbox"/> Employee & Management Issues |
| <input type="checkbox"/> Forecast Factors        | <input type="checkbox"/> Finances                     |
| <input type="checkbox"/> Market Factors          | <input type="checkbox"/> Management Systems           |
| <input type="checkbox"/> Investor Considerations | <input type="checkbox"/> Company Documentation        |
|  | <input type="checkbox"/> Intellectual Property        |
|  | <input type="checkbox"/> Customer Contracts           |
|  | <input type="checkbox"/> Expense Contracts            |
|  | <input type="checkbox"/> Personal Knowledge           |
|  | <input type="checkbox"/> Systems Processes            |
|  | <input type="checkbox"/> Compliance Issues            |
|  | <input type="checkbox"/> Profit Improvement           |
|  | <input type="checkbox"/> Government Grants            |
|  | <input type="checkbox"/> Revenue Drivers              |
|  | <input type="checkbox"/> Product Strategies           |

| READINESS SCORE _____                                    |  |
|--|--|
| <input type="checkbox"/> Value Expectations              |  |
| <input type="checkbox"/> Personal Expectations           |  |
| <input type="checkbox"/> Shareholder Goals               |  |
| <input type="checkbox"/> Payment Considerations          |  |
| <input type="checkbox"/> Value Readiness                 |  |
| <input type="checkbox"/> Creditability and Justification |  |
| <input type="checkbox"/> Brand Issues                    |  |
| <input type="checkbox"/> Marketing Doc & Systems         |  |

# Assessment - Personal & Financial Goals (Wealth Advisor)

| Personal & Family Goals   |  |
|---|--|
| Shareholder & Alignment<br>25%. Yes shareholders agree  | Est Net proceeds of Exit<br>4.44m business / 1.11m Johns   |
| Desired Future Income<br>200,000 pa   | Personal Net Assets at Exit<br>1,000,000   |
| Est Future Income<br>105,500 pa (est 5% combined)   | Combined Assets<br>2,110,000   |
| Wellness Now  | Wellness After   |
| <b>Activities/Plans</b><br><br>Start jogging/Hiking<br>Play Golf once a week<br>Drink Less<br>Create a regular day per week to have dinner with kids "one on one" | <b>Activities/Plans</b><br><br>Start thinking about property development for manage after exiting.<br>Learn a language for extended trip in Europe.  |
| ValueMax Personal Score - Now   | 65%  |
|   | <b>Top 5 Priorities</b><br><br>Investigate tax strategies<br><br>Look at more aggressive wealth management.<br><br>Play Golf<br><br>Start walking everyday<br><br>Buy an investment property |

## Baseline for the Development of a Comprehensive Financial Analysis

|   |   |
|---|---|
| <b>WELLNESS POST EXIT</b> ____ <input checked="" type="checkbox"/> <ul style="list-style-type: none"> <li><input type="checkbox"/> Emotional Factors <input checked="" type="checkbox"/></li> <li><input type="checkbox"/> Personal Planning <input checked="" type="checkbox"/></li> <li><input type="checkbox"/> Personal Expectations <input checked="" type="checkbox"/></li> </ul>   | <input type="checkbox"/> Achievement <input checked="" type="checkbox"/><br><input type="checkbox"/> Values <input checked="" type="checkbox"/>   |
| <b>WELLNESS OTHER</b> <ul style="list-style-type: none"> <li><input type="checkbox"/> Personal Blocks <input checked="" type="checkbox"/></li> <li><input type="checkbox"/> Work <input checked="" type="checkbox"/></li> <li><input type="checkbox"/> Health <input checked="" type="checkbox"/></li> <li><input type="checkbox"/> Finance <input checked="" type="checkbox"/></li> <li><input type="checkbox"/> Fun &amp; Recreation <input checked="" type="checkbox"/></li> <li><input type="checkbox"/> Friends and Family <input checked="" type="checkbox"/></li> <li><input type="checkbox"/> Romance <input checked="" type="checkbox"/></li> <li><input type="checkbox"/> Environment <input checked="" type="checkbox"/></li> <li><input type="checkbox"/> Learning <input checked="" type="checkbox"/></li> </ul> | <b>PERSONAL &amp; FAMILY WEALTH</b> ____ <ul style="list-style-type: none"> <li><input type="checkbox"/> Wealth and Financial Management <input checked="" type="checkbox"/></li> <li><input type="checkbox"/> Business Value and Personal Wealth <input checked="" type="checkbox"/></li> <li><input type="checkbox"/> Personal Cash Flow and Budget <input checked="" type="checkbox"/></li> <li><input type="checkbox"/> Tax &amp; Investment Strategies <input checked="" type="checkbox"/></li> <li><input type="checkbox"/> Debt Management <input checked="" type="checkbox"/></li> <li><input type="checkbox"/> Risk Management - Life &amp; Disability <input checked="" type="checkbox"/></li> <li><input type="checkbox"/> Estate Planning <input checked="" type="checkbox"/></li> <li><input type="checkbox"/> Financial Planning Advisor <input checked="" type="checkbox"/></li> </ul> |

We Help Create, Protect and Optimize Enterprise Value™



Consulting  
Resources  
Leadership

PMIAdvisors.com 800-816-9630

# Deal Readiness® - Assessment Report



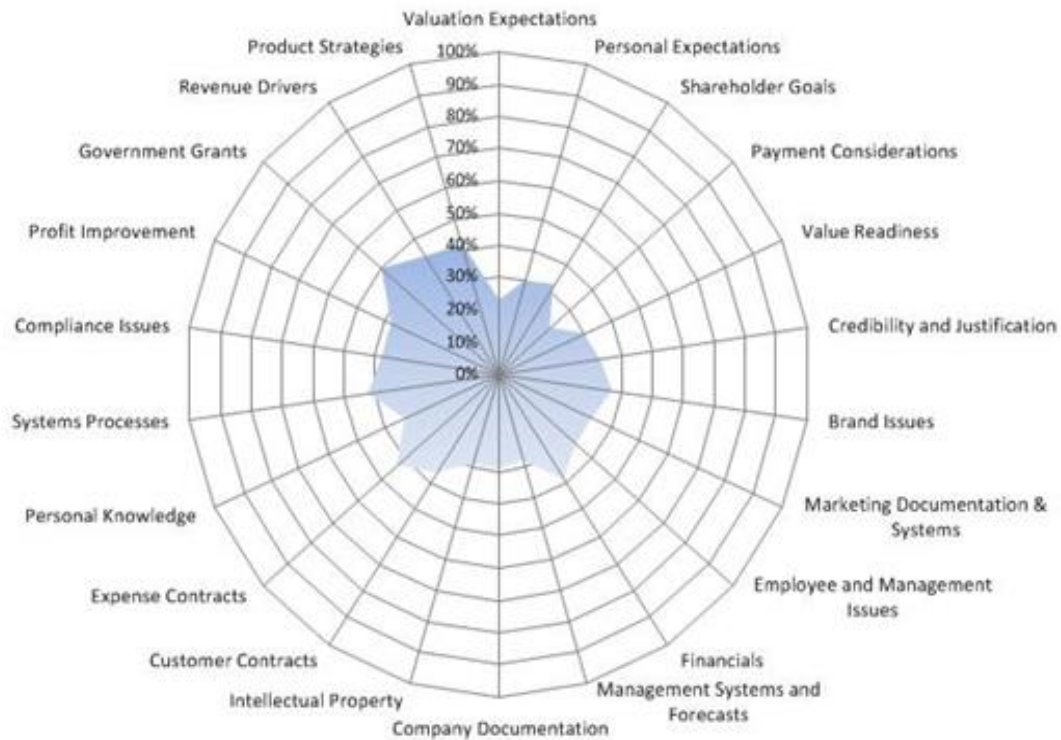
## Business Operations/Risk Assessment

We interview the Owner/CEO and senior management (optional) in up to 20 functional areas, including HR, IT, Legal, Financial and Operations, to name a few. We then combine this information with financial analysis to build the Business Operations/Risk Assessment Report.

With this +60 page report, you are able to establish a clear definition of the current business health so that those shortcomings can be improved before launching the sales process.

**We Help Create, Protect and Optimize Enterprise Value™**

# The Assessment Report - Presentation

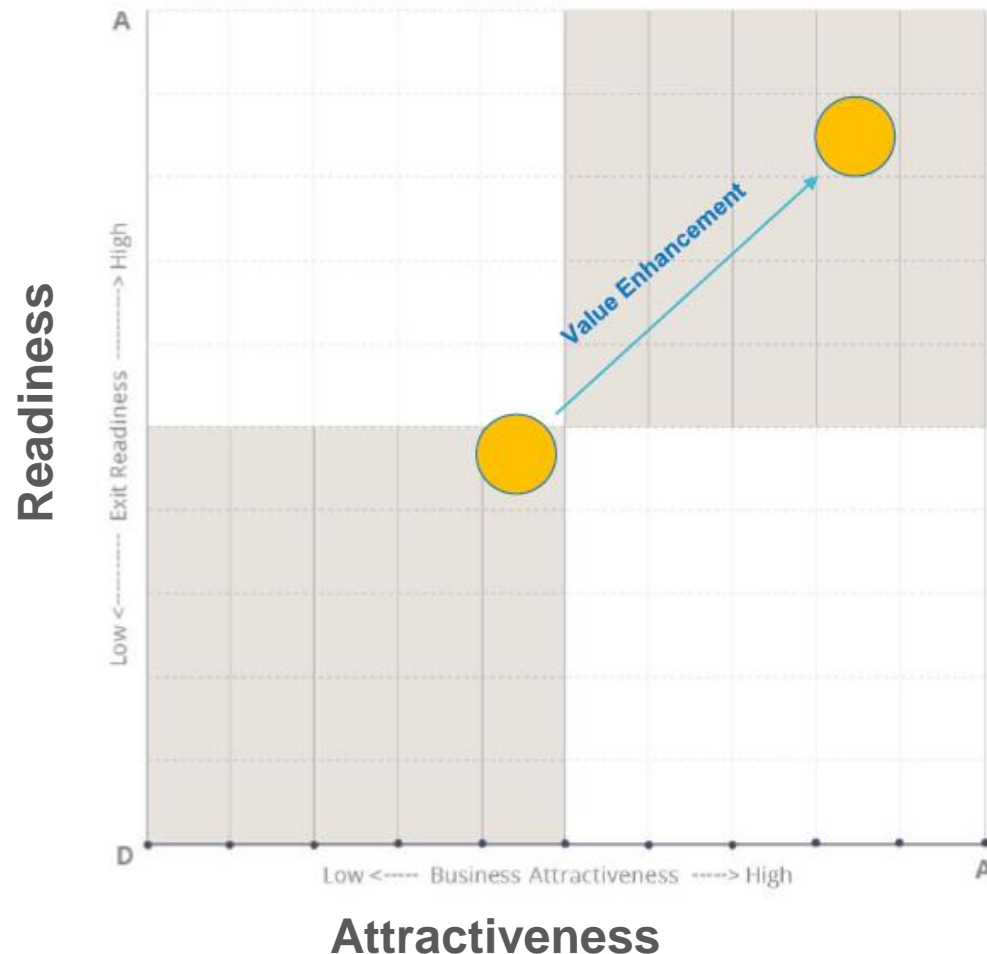


## The Assessment Report

In addition to the narrative, the Assessment Report present the findings and analysis in a graphical format that is easily understood.

|                             | Answer | Best Answer | Score |   |
|-----------------------------|--------|-------------|-------|---|
| Valuation Expectations ☹️   |        |             | 23%   |   |
| Business Valuation          | 1      | 6           | 17 %  | ✗ |
| Satisfaction with Valuation | 2      | 6           | 33 %  | ✗ |
| Value Improvements          | 1      | 6           | 17 %  | ✗ |
| Time Frame                  | 1      | 6           | 17 %  | ✗ |
| Transition Period           | 2      | 6           | 33 %  | ✗ |

# Business Value Optimization – Risk Mitigation

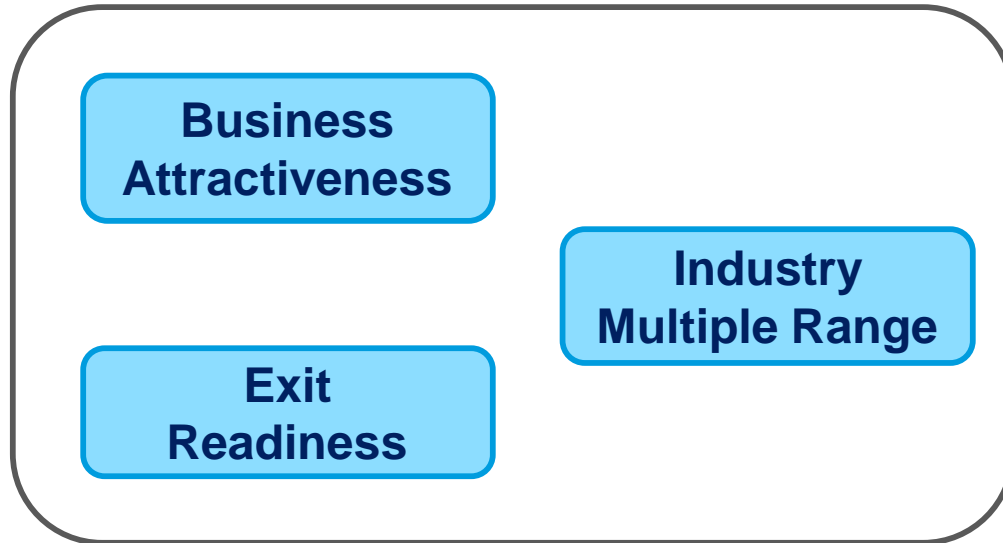


## Benefits of Being Ready Without Wanting to Sell

- ▶ Good business practice
- ▶ Serves as a contingency plan
- ▶ Non solicited offers do happen
- ▶ Increases annual income and value

**We Help Create, Protect and Optimize Enterprise Value™**

# Business Value Goal



The methodology is to demonstrate the effects of Attractiveness and Readiness upon a Business Value Goal... Not to determine an absolute Business Value.



**Profit  
(EBITDA)**



**Business  
Value Goal**

## Attractiveness

How attractive is your business compared to all other businesses in your industry to a potential buyer/investor?

## Readiness

If we had a team of lawyers, accountants and managers examine everything from your policies, tax returns to marketing. Would you still look as good?

A Grade > 85%  
B Grade > 75%  
C Grade > 60%  
D Grade < 50%

**We Help Create, Protect and Optimize Enterprise Value™**

# Assessment Review – Multiple Shareholder Comparison

|                             | Shareholder<br>John Fredrickson | Shareholder<br>Mary Fitzgerald | Shareholder<br>Fred Macarthy |
|-----------------------------|---------------------------------|--------------------------------|------------------------------|
| <b>Result</b>               | 71% 😊                           | 69% 😞                          | 65% 😞                        |
| <b>Business Factors</b>     | 85% 😊                           | 85% 😊                          | 70% 😊                        |
| Years of Business Operation | 100 % ✓                         | 83 % ✓                         | 83 % ✓                       |
| Management Strength         | 83 % ✓                          | 67 % ✗                         | 67 % ✗                       |
| Customer Loyalty            | 67 % ✗                          | 100 % ✓                        | 50 % ✗                       |
| Branding                    | 100 % ✓                         | 67 % ✗                         | 50 % ✗                       |
| Customer Database           | 100 % ✓                         | 67 % ✗                         | 83 % ✓                       |
| IP & Technology             | 83 % ✓                          | 100 % ✓                        | 83 % ✓                       |
| Staff Contracts             | 67 % ✗                          | 83 % ✓                         | 100 % ✓                      |
| Location                    | 100 % ✓                         | 100 % ✓                        | 67 % ✗                       |
| Business Owner Reliance     | 67 % ✗                          | 83 % ✓                         | 50 % ✗                       |
| Marketing Systems           | 83 % ✓                          | 100 % ✓                        | 50 % ✗                       |



# Assessment - Shareholder Alignment



## Shareholder Alignment

- When they will sell
- Who they will sell to
- How long they are prepared to work in the business after the exit transaction is completed
- Whether they would be prepared to settle for part payment or shares with bonus incentives or whether it should be cash
- Staff or other stakeholders' potential proceeds of the sale, so an estimated net proceeds calculation can be done for each shareholder/owner

# Emergency Operations Plan

## What an Emergency Operating Plan (EOP) is and is not...

One of the first steps in de-risking the business is to develop an Emergency Operations Plan (EOP). For a closely-held business, this is usually a high-level 2-4 page document that informs key people, advisors, and family members about how the business will operate when the person currently in charge is not available.



- **Provides specific steps** for what to do if the Owner/Operator cannot work for a stated period of time.
- **Addresses operations and not ownership:** A Buy-Sell Agreement addresses ownership issues.
- **Identifies who takes over** the Owner/Operator's and other employees duties resulting from triggering events.
- **Identifies what the authority** of senior team members: hiring, firing, check writing, etc.
- **Points out when an outside operator** should be considered.
- **Outline considerations of whether the business should be sold to an insider or third party.**

# Business Continuity / Succession Plan

Continuity planning is an important tool for risk management as it provides a structured way to identify the sources of business disruption and assess their probability and harm.












Effective business continuity planning is a process that moves through five major steps. These steps have key planning activities associated with them and are best described as:

- Threat Assessment
- Identify Critical Functions
- Business Impact Analysis
- Prevention and Mitigation Planning
- Implement and Maintain the Plan



# Strategic / Business Plan Development

## Strategic Plan Sections



- ▶  Executive Summary
- ▶  Business Analysis
- ▶  Sales Analysis
- ▶  Market Analysis
- ▶  Competitor Analysis
- ▶  SWOT and Objectives
- ▶  Marketing Plan
- ▶  Production Plan
- ▶  Human Resource Plan
- ▶  Financial Strategies
- ▶  Financial Statements

Strategic planning is a disciplined effort that produces fundamental decisions and actions that shape and guide what an organization is, who it serves, what it does, and why it does it, with a focus on the future.

Effective strategic planning articulates not only where an organization is going and the actions needed to make progress, but also how it will know if it is successful.

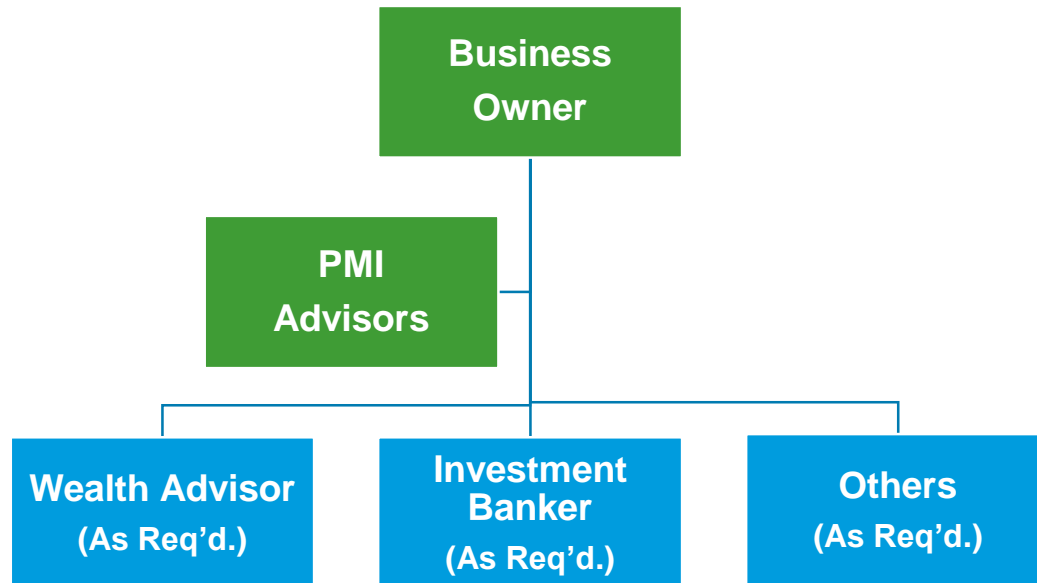
- Set priorities
- Focus energy and resources
- Strengthen operations
- Ensure common goals of employees and stakeholders
- Establish agreement around intended outcomes/results
- Adjust the company's direction with a changing environment

# Detailed Action Item Reports

| <b>MediSynd</b>                   |                                | <b>ACTION ITEM REPORT</b>   |       |     |      |          |   |
|-----------------------------------|--------------------------------|---|-------|-----|------|----------|---|
| CATEGORY                          | TOPIC                          | ACTION  | NOTES | WHO | WHEN | COMPLETE |   |
| Brand Issues                      | Desirable Brand for Purchasers | Determine whether the brand could be undesirable to certain potential purchasers.               |       |     |      | 33%      |   |
| Marketing Documentation & Systems | Systemised Marketing           | Make your marketing look systemized and easily replicable to a prospective new business owner.  |       |     |      | 33%      |   |
| Marketing Documentation & Systems | List of Past Advertising       | Develop a list of past advertising and promotional campaigns.                                   |       |     |      | 33%      |   |
| Marketing Documentation & Systems | Past Sales Letters             | Produce and file copies of past sales letters and promotional material.                         |       |     |      | 17%      |   |
| Marketing Documentation & Systems | Success of Campaigns           | Start monitoring the success of sales and marketing campaigns so that you have a record of past |       |     |      | 50%      |   |
| Employee and Management Issues    | Business Reliance              | Examine whether your business appears or is in fact reliant on a single person.                 |       |     |      | 33%      |   |

Monthly coordination meetings attended by members of the Board of Advisors and representatives of the project team are essential in maintaining the communication channels established during the schedule development. Procedures are established for obtaining information and approvals at all levels.

# Board of Advisors – Monthly Review Meetings



A Board of Advisors is composed of accomplished experts offering innovative advice and dynamic perspectives, providing non-binding strategic advice to the management of a company.

The informal nature of an Advisory Board gives considerable flexibility in structure and management to address issues and growth options.

The composition of the members of the Advisory Board may change periodically, depending upon the needs of the business.

# Monthly Review Meetings – Performance, KPIs



Performance



Comparisons

| Financial Year (Jul-16 to Jun-17) | Actual      | Last Year  | % Last Year | Last FY (Actual) | YTD (Actual) | YTD (Actual) | YTD (%) |
|-----------------------------------|-------------|------------|-------------|------------------|--------------|--------------|---------|
| Revenue                           | \$102,046   | \$150,010  | 68 %        | \$1,357,276      | \$282,990    | \$322,078    | 88 %    |
| Profit                            | -\$4,302    | -\$38,361  | -11 %       | \$72,271         | -\$7,761     | \$11,577     | -67 %   |
| New Customers                     | 700         | 717        | 98 %        | 5,039            | 1,200        | 2,151        | 56 %    |
| Conversion Rate                   | -4,301.55 % | 38,361.2 % | -11 %       | 6,022.64 %       | -2,586.88 %  | 1,859.07 %   | -67 %   |
| Inbound Leads                     | 102,046     | 150,010    | 68 %        | 1,357,276        | 282,990      | 322,078      | 88 %    |
| Google Clicks                     | 300         | 4,000      | 8 %         | 4,000            | 900          | 4,000        | 13 %    |
| Web Visitors                      | 10,000      | 10,000     | 100 %       | 10,000           | 10,000       | 10,000       | 100 %   |
| Product Returns (\$)              | \$400       | \$0        | 100 %       | \$0              | \$400        | \$0          | 100 %   |
| Product Returns (%)               | 500         | 0          | 100 %       | 0                | 500          | 0            | 100 %   |
| New Product Sales                 | 222 %       | 0 %        | 100 %       | 1 %              | 111 %        | 0 %          | 100 %   |
| Inbound leads                     | 200         | 0          | 100 %       | 0                | 200          | 0            | 100 %   |
| Pr Releases                       | 0           | 0          | 100 %       | 0                | 0            | 0            | 100 %   |

KPIs

We Help Create, Protect and Optimize Enterprise Value™

# Pricing – Deal Readiness® Methodology



| Service                           | Cost Range                   | Notes                                 |
|-----------------------------------|------------------------------|---------------------------------------|
| Deal Readiness Assessment         | \$5,000 - \$20,000           | 1 month                               |
| Emergency Operations Plan (EOP)   | \$1,000 - \$3,000            | 1 month                               |
| Strategic / Action Plans          | \$15,000 - \$25,000          | 1-2 months                            |
| Business Continuity Plan          | \$5,000 - \$35,000           | 1-2 months                            |
| Monthly Advisory Board Meetings   | \$2,500 - \$5,000/month      | 6-24 months                           |
| Special Projects – SMEs Available | \$10,000 ea. - \$100,000 ea. | IT, HR, Legal, Mkt./Sales, Mfg., etc. |

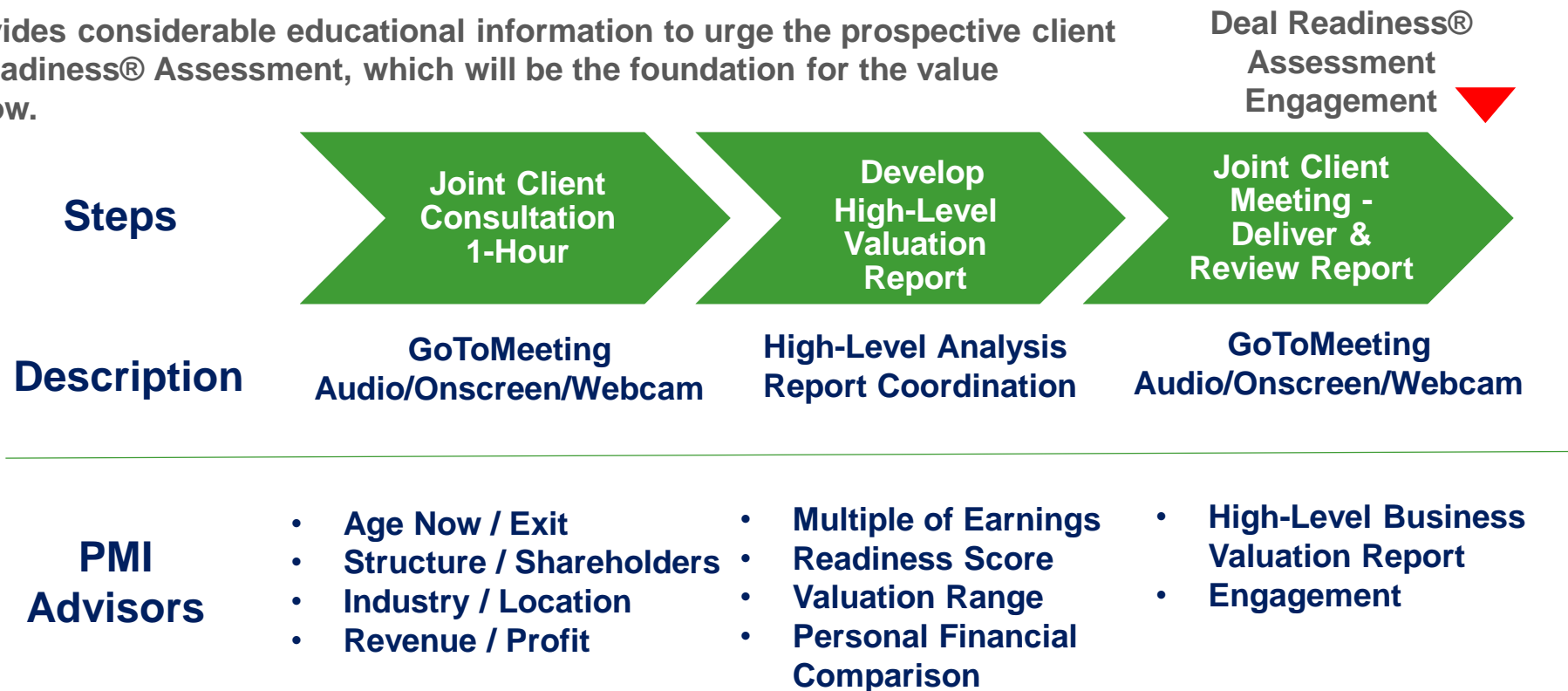
**We Help Create, Protect and Optimize Enterprise Value™**

# Business Development / Education

As a complimentary, no-cost business development approach, we suggest having a joint consultation meeting with the prospective client, from which we can then provide a 15-page High-Level Valuation Report based upon the profit multiple ranges for the industry.

More importantly, this report provides considerable educational information to urge the prospective client to move forward with our Deal Readiness® Assessment, which will be the foundation for the value optimization methodology to follow.

Target Market - Business Annual Revenue >\$25million. However, Businesses with at least revenue of \$5million will benefit from our services.



**We Help Create, Protect and Optimize Enterprise Value™**

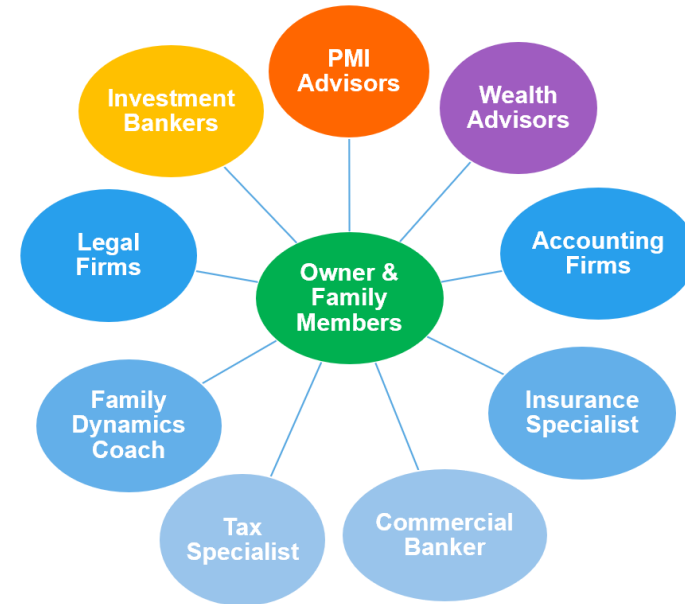
# Summary

## The Opportunity:

- Do you have “Silver Tsunami” Business-Owner Clients that could use some help in preparing their Businesses for sale?
- What can we do to initiate the next step in introducing your clients to the PMI Advisors’ Methodology?

## The Mission:

1. PMI Advisors optimizes the business value in preparation for the sale.
2. Investment Bankers sell the businesses.
3. Wealth Advisors manage the Seller’s proceeds.



**We Help Create, Protect and Optimize Enterprise Value™**

# PMI Advisors, LLC - Services

## About Us:

PMI Advisors, LLC was initially launched to provide M&A integration services for acquirers. However, with our nationwide team of seasoned professionals, we quickly expanded into other areas of business management and operations:

- Services:**
- Business Continuity Planning
  - Business Sale Preparation
  - M&A Integration Methodology
  - Business Process Optimization
  - Divestiture and Carve-Out

**Expertise:**

*Cybersecurity – Technology – Human Resources  
Financial – Strategy – Integration Management  
Marketing/Sales – Procurement – Operations  
Project Management - Supply Chain  
Manufacturing – Logistics – Legal - R&D*

PMI Advisors has entered into Subcontract/Referral Agreements with several national accounting / consulting firms to provide our team of senior-level professionals as interim staffing resources to assist them in serving their existing and potential clients.

**We Help Create, Protect and Optimize Enterprise Value™**

# PMI Advisors, LLC - Contact

**We Help Advisors and Their Clients Create, Protect and Optimize Enterprise Value.**

## Contact:

**Dan R. Bradbary- PMP, PE**  
**Founder – Managing Partner**  
**Certificate in Exit Planning**  
**Atlanta / West Palm Beach**  
[DBradbary@PMIAdvisors.com](mailto:DBradbary@PMIAdvisors.com)  
**800-816-9630 x701**

**Marty Jensen - TEP, AIFA, RF-QTO, CEFEX**  
**Chairman – Boards of Advisors**  
**Palm Beach / Lake Tahoe**  
[MJensen@PMIAdvisors.com](mailto:MJensen@PMIAdvisors.com)  
**800-816-9630 x703**



**A National Presence**

**We Help Create, Protect and Optimize Enterprise Value™**