#### Preparing Businesses For Sale

**December 03, 2019** 





® Key Symbol is Registered Trademark of UBS



# PROCEDURE Working With UBS Wealth Advisors And Their Clients/Prospects

#### NOTE:

Throughout the entire Business Sale Preparation process, with the Clients/Prospects' permission, the UBS Wealth Advisors will have an open invitation to participate in all meetings and discussions, as well as receive copies of all reports and communications. This approach is critical in that the UBS Wealth Advisors will be working on a parallel path for Personal Wealth Management in anticipation of the forthcoming Liquidity Event.



### Outline

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#### **UBS Wealth Advisors' Clients**

PMI Advisors' (PMI) target market is "Silver Tsunami" Baby Boomer Business Owners with annual revenues > \$5 million. However, companies with revenue > \$25 million will benefit even more from our business value optimization services.

- Statistics show that over 70% of Business Owners' assets are typically locked up in their businesses.
- In robust economic times, less than 20% of businesses that go to market actually sell, leaving those Owners without solid options.
- In a slowing economy, it is all the more important that Owners/CEOs be "ready" with an attractive business to greatly increase the odds that they will find buyers.



#### **UBS Professional Network**

PMI Advisors, LLC (PMI) provides Business Sale Preparation services to assist UBS Wealth Advisors in serving their existing/potential clients.

PMI has been selected for the UBS Professional Network. The agreement was accepted and signed on Nov. 6, 2019.

**UBS Contact**: Chris Cua - Business Owners Segment | Strategic Analyst

1200 Harbor Boulevard - Weehawken, NJ 07086

D: 201.352.1635 E: <a href="mailto:christopher.cua@ubs.com">christopher.cua@ubs.com</a>

**PMI Contact**: Dan R. Bradbary – Founder/Managing Partner

801 NW 4th Ave. - West Palm Beach, FL 33444

M: 404-558-3262 D: 800-816-9630 x 701 E: <u>DBradbary@PMIAdvisors.com</u>



### UBS – Excerpts from Marketing Collateral



# Planning for the sale of a closely held business

A road map to help facilitate the process

According to a recent UBS survey, 41% of closely-held business owners expect to exit their businesses in the next five years. Many are baby boomers who are at or beyond traditional retirement age. Other business owners who aren't necessarily looking to retire believe that current economic conditions will boost their chances of selling at a favorable price.

Among business owners who plan to exit, more than half intend to sell. This means that over the next five years, millions of closely-held businesses will potentially be sold in the United States. Financial advisors can be helpful in assisting clients through the process of selling their businesses. Many business owners have worked years, if not a lifetime, to build their business. In many cases, the business represents by far the largest asset they own.

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### UBS – Excerpts from Marketing Collateral



With the help of relevant advisors, the business owner can take numerous steps in advance of the sale to position the business to maximize the value on sale.

Such steps include reducing costs, diversifying the customer base and developing a strong team of non-family managers. Business owners may incentivize these managers through "golden parachutes," bonuses (including company stock), phantom stock and stock appreciation rights.



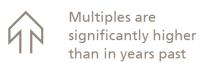
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### UBS – Excerpts from Marketing Collateral



Timing the sale of a business can have a significant impact on the sales price.



Where the economy is in the business cycle is a critical consideration. If a client sold her business in 2006 when multiples were high, she may have received a high sale price. Fast forward a few years to 2009 or 2010, and if sellers could even find a buyer, the prices offered were among the lowest in years.

Recently, the mergers and acquisitions industry has seen a great deal of activity, and multiples are significantly higher than in years past. Corporations and private equity firms have substantial amounts of cash on hand to make acquisitions. Such economic conditions may present great opportunities for well-positioned, closely-held businesses.

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#### **Business Development / Education Process**

As a complimentary, no-cost business development approach, PMI suggests having joint consultation meetings with Clients/Prospects.

PMI can then provide a <u>15-page Business Valuation Methodology Report</u> based upon the profit multiple ranges for the industry and the preliminary information provided during the consultations.





### Pre-Joint Client/Prospect Consultation Steps

Typically, Business Owners have been heads-down in running their businesses for the past 20 years and are not familiar with the M&A process.

The Wealth Advisor will have a face-to-face meeting(s) with the client/prospect to review the following general information prior to the UBS/PMI Joint Consultation:

- Anticipates exiting his/her business within the next 5 years.
- Explains that "Exit Strategy = Business Strategy", even if an exit is not planned near-term.
- Discusses EPI's process, referred to as the "three legs of the stool":
  - Maximizing business value
  - Personal financial planning
  - Life after business planning.
- Reviews the MAUS ValueMax scoring concept based upon Business Attractiveness, Business Readiness, Personal Wealth and Life Vision after the sale.

#### 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.



### Pre-Joint Client/Prospect Consultation Steps (cont'd.)

### After the Wealth Advisor's face-to-face meeting, and in preparation for the Joint Client/Prospect Consultation:

- The Wealth Advisor and PMI's Dan Bradbary will have an introductory call to discuss the logistics and parameters for the Joint Consultation.
- PMI will provide a signed Non-Disclosure Agreement (NDA) to the Client/Prospect. (See following slides)
- PMI's involvement in the Joint Consultation will be "virtual" via video/webcam. (See following slides)
- The Wealth Advisor will set up the date and time for the Joint Consultation.



#### Video/Webcam Communications Establish Trust

It is important to recognize the benefits of interactive/visual video calls as a replacement to faceless/linear phone calls and audio conferences.

Trust is said to be the most valuable commodity in business. Thanks to the increase in face-to-face interaction with video communications, we hold much stronger, trusting relationships. We get to know each other as a person, not just a voice, and in turn build the long-term relationships that are vital to everyone involved.

- Since the Wealth Advisor has already established a trusting relationship with the prospect, the video aspect is important for establishing trust with Dan Bradbary and PMI.
- PMI involvement in the Joint Consultation will be "virtual" via Zoom, GoToMeeting, JoinMe or even iPhone FaceTime. It is important to create trust with the Client/Prospect via video.
- The Wealth Advisor may join the "virtual" meeting, or may actually be physically present with the prospect. The logistical details will be worked out prior to the meeting.





### Non-Disclosure Agreement

#### Mutual Nondisclosure Agreement

collectively referred to as "The Parties" and on the following terms and conditions

#### 1. Acknowledgment; Definition of Confidential Information

Each party acknowledges that it may be exposed to confidential and proprietary information of the other party ("Confidential Information"). As used in this Agreement, "Confidential Information" means any information disclosed by or relating to either party or their suppliers or customers that is not generally known, including, without limitation, trade secrets, know-how, and information pertaining to any technology, products, services, customers, business plans, marketing activities and finances of either party or their suppliers or customers. Confidential Information may be contained in tangible materials, such as drawings, models, documents, reports, compilations and computer programs, or may be unwritten information. Confidential Information includes, without limitation, (a) information disclosed in documents, models or other media; (b) information disclosed orally; (c) information that a party observes during visits to the other party's facilities; (d) information that a party learns from attending, viewing, hearing (or otherwise experiencing) any presentation by the other party; (e) information that a party may derive from Confidential Information disclosed by the other party; (f) analyses, compilations, studies or other information or documents that are prepared by a party that contain or reflect or are generated from information disclosed by the other party; (g) the fact that discussions are or may be taking place between representatives of the parties; and (h) information pertaining to suppliers or customers of the parties.

#### 2. Covenant Not to Disclose; Restriction on Use

Each party receiving Confidential Information from the other party agrees that, for a period of 3 years from the receipt of Confidential Information from the other party, it shall not disclose such Confidential Information to any person or entity, except to its own employees having a "need to know" (and who are themselves bound by similar nondisclosure restrictions), and to such other recipients as the disclosing party may approve in writing; provided, that all such recipients shall have first executed a confidentiality agreement in a form acceptable to the owner of such Confidential Information. The Confidential Information is made available solely for the purpose of a business transaction. Neither party will use or commercialize any Confidential Information of the other party for any other purpose without the prior written consent of the other party. Neither party will use any Confidential Information of the other party to design, develop, provide or market any product or service that would compete with any product or service of the other party. Neither party will reverse engineer, decompile or disassemble any computer program included in the Confidential Information of the other party.

PMI will provide a signed Non-Disclosure Agreement (NDA) to the Client/Prospect.

Note that it is not necessary that the Client/Prospect countersigns this NDA. The intent of the NDA is to build trust and is strictly for the protection of information that may be provided by the Client/Prospect.



#### **Typical Joint Client Consultation**

In the Joint Consultation several factors relative to the Client/Prospect's business structure and operations are reviewed. For Example:

Company Structure: Limited Liability Company – Registered in Georgia

Company Shareholders:

Joe Jones – 51% Peter Jones - 24% Sarah Andrews - 25%

Annual revenue for the previous year was: \$12,000,000

Profit (EBITDA) for the previous year was: \$1,200,000

Add-Backs for your salary, personal expenses, etc. \$500,000 Deduct salary for a replacement executive (\$200,000)

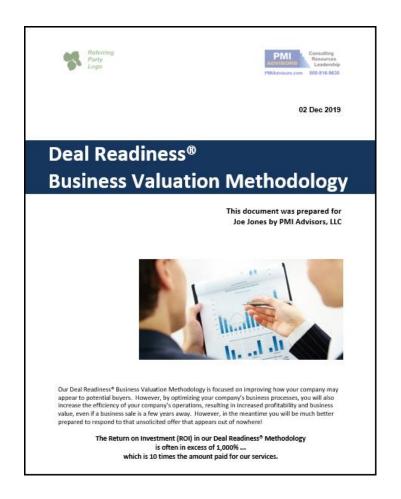
Adjusted Profit (EBITDA) \$1,500,000

Industry: General Contractor – Industrial

Location: Central Georgia



### **Business Valuation Methodology Report**



The 15-page <u>Business Valuation Methodology Report</u> is based upon the profit multiple ranges for the industry, along with the information provided during the Joint Consultation.

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

#### NOTE:

This report may be jointly branded with both the UBS and PMI logos or just the PMI logo. Further discussion needs to be had with UBS about branding considerations.



### Goal – Readiness Assessment Engagement

The goal after the delivery and review of the Business Valuation Methodology Report is for the client/prospect to agree to move forward with the Assessment in conjunction with PMI's and UBS's utilization of the MAUS ValueMax program.





### Deal Readiness® Methodology

The Deal Readiness Methodology, outlined below, is delivered in 3 phases leading up to the Liquidity Event:

- Relationship Development & Assessment
- Plan Development & Implementation
- Value Optimization



The Return on Investment (ROI) in our Deal Readiness® Methodology is often in excess of 1,000% ... which is 10 times the amount paid for our services.



#### Methodology – Phase 1



#### **Phase 1 – Relationship Development & Assessment**

**Business Operations/Risk Assessment -** We interview the Owner/CEO and senior management (optional) for input 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 +60-page Assessment Report that establishes a clear definition of the current business health so that those shortcomings can be improved before launching the business sale process.

**Emergency Operations Plan (EOP) -** For a closely-held business, one of the first steps in de-risking the business is to develop an EOP. 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.



#### MAUS - Readiness Assessment Engagement

#### **IMPORTANT:**

Both PMI and UBS utilize the MAUS ValueMax program to provide an Assessment for a Business Owner. Jointly, PMI and UBS need to coordinate exactly how this process will work so that a unified approach will be presented to the Client/Prospect.

- PMI Advisors will concentrate on the Business Attractiveness and Business Readiness Assessment
- UBS's Wealth Advisors will concentrate on the Personal and Financial Goals Assessment

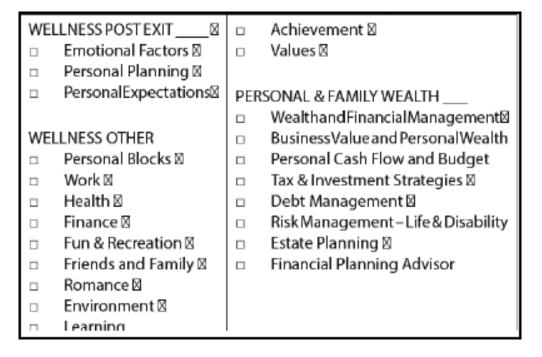
Dan Bradbary, Founder and Managing Partner of PMI, will be heavily involved during Phase 1 – Relationship Development and Assessment. PMI has a team of over 30 seasoned M&A professionals to provide assistance throughout the Business Sale Preparation process.



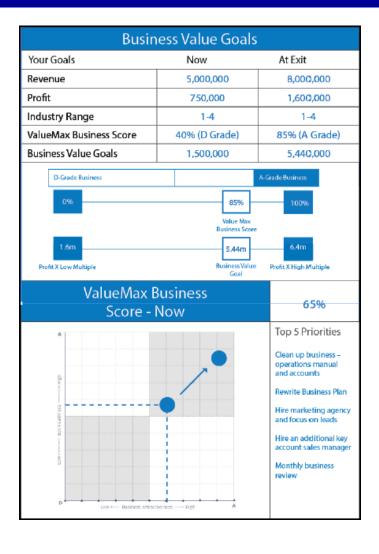
#### MAUS - Personal & Financial Goals (UBS Wealth Advisor)



## **Baseline for the Development of a Comprehensive Financial Analysis**



### MAUS - Business Value Goals (PMI Advisors)



## Over 150 Questions in 20 Functional Areas to Perform a Deep-Dive Assessment

ATTRACTIVENESS SCORE ☑	□ Employee&ManagementIssues
□ Business Factors ☒	☐ Finances ☒
□ Forecast Factors ☒	☐ Management Systems  ☐
□ Market Factors   □	□ Company Documentation
<ul> <li>Investor Considerations</li> </ul>	□ Intellectual Property ☒
	□ Customer Contracts
READINESS SCORE	□ Expense Contracts
□ Value Expectations ☒	□ Personal Knowledge ☒
□ Personal Expectations	☐ Systems Processes  ☐
□ Shareholder Goals ☒	□ Compliance Issues
□ Payment Considerations ☒	□ Profit Improvement
□ Value Readiness ☒	□ Government Grants ☒
<ul> <li>Creditability and Justification</li> </ul>	□ Revenue Drivers
□ Brand Issues ☑	□ Product Strategies
□ Marketing Doc & Systems	

#### Deal Readiness® - Assessment

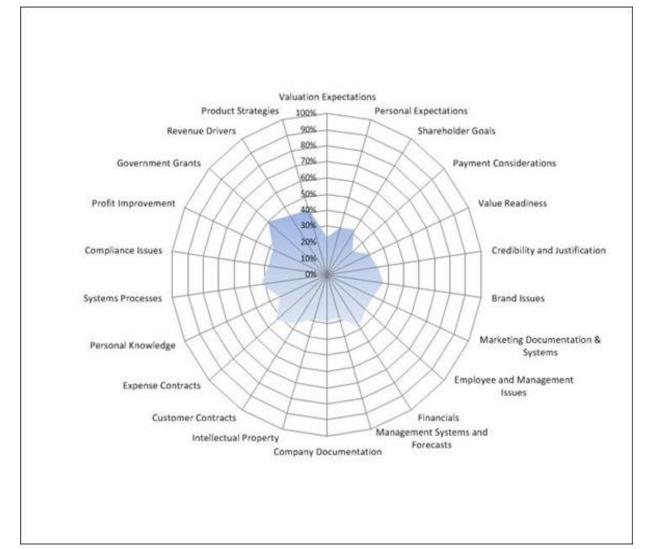


#### **Deal Readiness/Risk Assessment**

PMI interviews the Owner/CEO and senior management (optional) for input on over 20 functional areas, including HR, IT, Legal, Financial and Operations, to name a few. PMI then combines this information with financial analysis to build the Business Operations/Risk Assessment Report.

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

### The Assessment Report



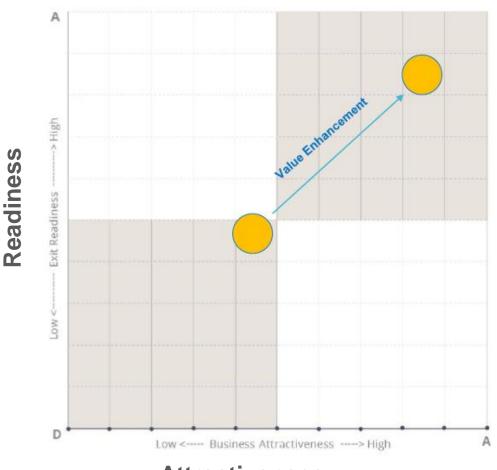
#### **The Assessment Report**

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 %	X	
Satisfaction with Valuation	2	6	33 %	X	
Value Improvements	1	6	17 %	X	
Time Frame	1	6	17 %	X	
Transition Period	2	6	33 %	X	



### 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

**Attractiveness** 



#### **Business Value Goal**

**Business Attractiveness** 

**Exit** Readiness

**Industry Multiple Range** 

This 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%



### Readiness Assessment Review

#### **Multiple Shareholder Comparison Results**

	Shareholder John Fredrickson	Shareholder Mary Fitzgerald	Shareholder Fred Macarthy	
Result	71% 😐	69% 😟	65% 😟	
Business Factors	85%	85%	70% 🙂	
Years of Business Operation	100 %	83 %	83 %	
Management Strength	83 %	67% ×	67% ×	
Customer Loyalty	67% ×	100 %	50 % X	
Branding	100 % 🗸	67% X	50 % X	
Customer Database	100 % 🗸	67% ×	83 %	
IP & Technology	83 %	100 %	83 %	
Staff Contracts	67% X	83 %	100 %	
Location	100 % 🗸	100 %	67% X	
Business Owner Reliance	67 % ×	83 %	50 % ×	
Marketing Systems	83 %	100 %	50 % ×	





### Company 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.

### Methodology – Phase 2



#### Phase 2 – Plan Development & Implementation

**Business Strategic/Action Plans –** We develop a disciplined plan 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.

**Business Continuity Plan -** This 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.



### Strategic 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



### **Business Continuity Plan Development**

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



### **Detailed Action Item Reports**

1ediSynd		ACTION IT	PMI ADVISORS PMIAdvisors.co	M&A Cor R			
CATEGORY	TOPIC	ACTION	NOTES	WHO	WHEN	COMPLETE	
	Desirable Brand for Purchasers	Determine whether the brand could be undesirable to certain potential purchasers.				33%	
Documentati	Systemised Marketing	Make your marketing look systemized and easily replicable to a prospective new business owner.				33%	
Marketing Documentati on & Systems		Develop a list of past advertising and promotional campaigns.				33%	
Marketing Documentati on & Systems	Past Sales Letters	Produce and file copies of past sales letters and promotional material.				17%	
Documentati	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.



### Methodology – Phase 3



#### **Phase 3 – Board of Advisors – Monthly Meetings**

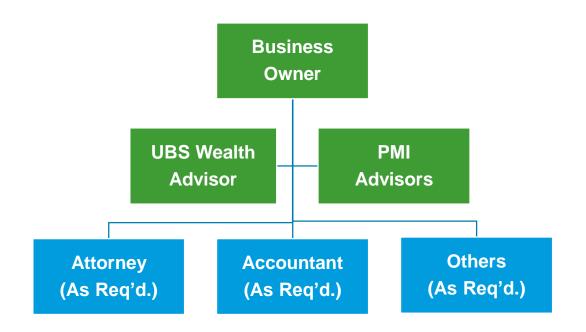
**Board of Advisors -** Monthly coordination meetings, attended by members of the Board of Advisors and selected external advisors are essential in moving toward the business sale goal. Without a monthly meeting, too often business owners lose sight of their goal and become absorbed in customer and personnel issues of running their businesses.

**Investment Banker / M&A Advisor -** We would suggest at this point that discussions be held with an M&A Advisor to review the business sale processes and talk to you about your specific situation. Also, you would get a better understanding of the value of your business. You will also need to develop:

- A set of due diligence checklists,
- An information memorandum,
- A tax and legal plan
- Other documentation and processes that will be needed to secure a transaction.



#### **Board of Advisors**



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 Meeting – Board of Advisors



**Performance** 



#### **Comparisons**

Financial Year (Ne-36 to Jun-17)	Actual	Last Year	'N Last Year		Last FY (Actual)	YTO (Actual)	DYD (Actual)	YTD(N)
Revenue	\$102,046	\$150,050	68 %	-	\$1,357,276	\$282,990	\$322,078	88%
Profit	-54,302	\$18,361	-11 %		572,273	:57,761	511,577	-67 %
New Customers	700	717	98 %		5,019	1,200	2,151	56%
Convention Rate	-4,301.55 No	38,361.2 2 %	-11 %		6,022.64 %	-2,586.88%	3,859.07 %	-67%
Inbound Leads	107,046	150,010	68.%		1.357,276	282,990	122,078	88%
Google Clicks	300	4,000	8.74		4,000	500	4,000	13%
Web Visitors	10,000	10,000	100%		10,000	10,000	10,000	100%
Product Returns (SI	\$400	50	100 %	4	50	5400	50	100%
Product Between (No.	500	0	100%	*	0	500	0	100%
Non Product Sales	222 %	0.16	100%		1%	111%	0.76	100%
Inbound leads	200	0	1.00 %	4	0	300	0	500%
Fr Releases	0	0	100%		0	0	0	100%

**KPIs** 



### 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.



#### 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 over 30 seasoned professionals, we quickly expanded into other areas of business management and operations:

- Business Continuity Planning
  - Business Sale Preparation
- **Services:**
- 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.



#### 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
800-816-9630 x701

Jack Beam – MAS, MAAA, CEPA Senior Managing Director Certified Exit Planning Advisor Dallas / Ft. Worth JBeam@PMIAdvisors.com 800-816-9630 x754



**A National Presence** 

