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The Road to Pharmacy Ownership

Jonathan G. Marquess, PharmD, CDCES, FAPhA CEO, The Marquess Group VP, Academy of Independent Pharmacy





Speaker



Jonathan G. Marquess, PharmD, CDCES, FAPhA
President & CEO
The Marquess Group

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Disclosure Statement

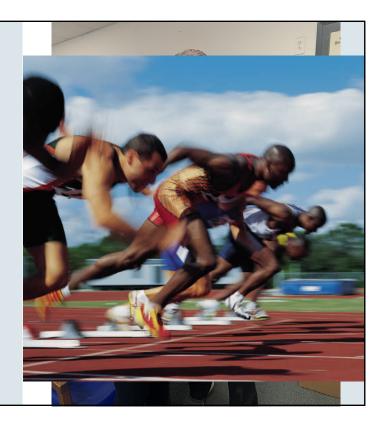
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Great to be here!!

- Welcome
- Thank NCPA
- Stellar Faculty
- Ideas need to be implemented
- Anyone successful has stood on someone's shoulders
- Marathon not a sprint



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Ground Rules

- 1. Ask Questions
- 2. Be Interactive
- 3. Think of Your Pharmacy (Now or Future)
 - 4. Have Some Fun!!

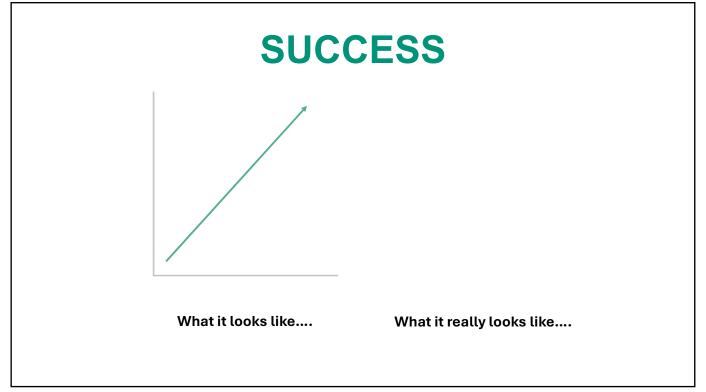


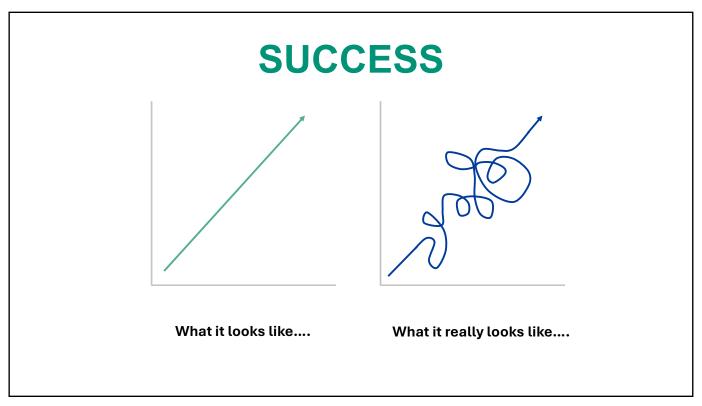
- ADCES Accredited Diabetes Education
- Chronic Care Management
- Compounding
- CPESN pharmacy
- Immunizations (and travel)
- Long Term Care Pharmacy
- Med Sync
- Adherence packaging
- MTM •
- Point of care testing

NCPA Ownership Workshop

- •It's wise to learn from experience, but its EVEN BETTER to learn from people (EXPERTS)
- •One reason Elise invites me is, I have made a bunch of mistakes....
 (but I learned from them).
- •This conference is full of ideas (every NCPA conference is full of ideas). If you don't <u>implement</u> these ideas it's pointless.





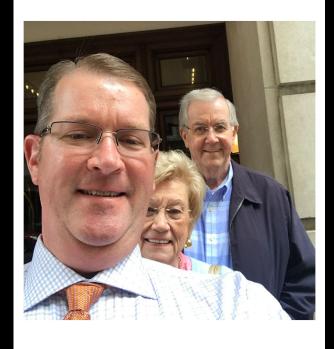






Life Before Pharmacy

- Born in Louisville, KY
- Worked at Hume Pharmacy and Walgreens
- Undergrad @ WKU
- · Lots of BB and Golf!
- Moved to Atlanta for Pharmacy School
 - · Worked at Medicine Shoppe
- Not much BB and Golf!



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The Beginning: Pharmacy Background



Education

1993 – Graduated from the Mercer University – Atlanta, GA



Career

1985 - 1993 - Worked at Hume Pharmacy, Walgreens and Medicine Shoppe



The Marquess Group Pharmacy

1993 - Opened First Pharmacy - East Marietta Drugs



Minimal formal business training

1989 - Started MBA program



Training

1993 - School of Hard Knocks

1996 – Attended Apple Management Program

2009 - Attended NCPA's Ownership and Management

East Marietta Drugs - First Location 1993

- Large City (500k)
- Metro Atlanta
- 1 mile from the "Big Chicken"
- Owner financed @ 2% and bank loan
- Filled 7 Rx on 1st day
- Now average 175/d
- DSME and LTC
- 30-50 compounds/d
- 20 deliveries/d
- 8 staff



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Pharmacy - Funding

- Owner financing
- Local bank
- Regional bank
- Wholesaler
 - Initial \$75k inventory financed by wholesaler line of credit at 0% for 6 months
- Private financing companies
- Others



Pharmacy - Start-up v. Buy - Expenses

• \$200k Working capital (estimate) +

• \$20,000 Furniture and fixtures

• \$20,000 Software and hardware

\$8,000 Rent deposit and 1st month rent

• \$5,000 Marketing and signage

• \$2,400 FT technician during opening month

• \$2,000 Supplies (vials, bags, labels, etc.)

• \$2,000 Licenses, fees, etc.

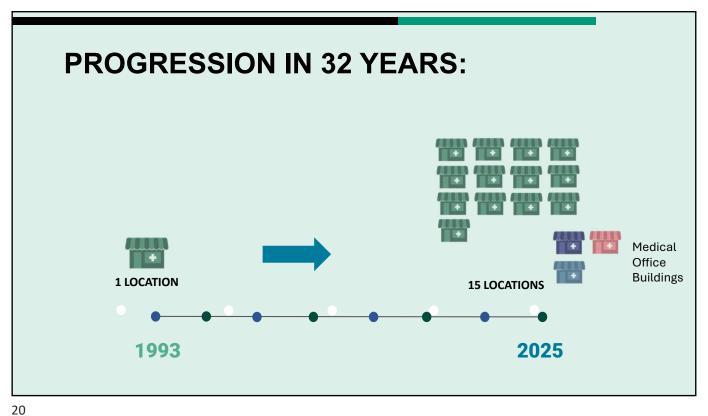
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Ownership Journey:

- 2000 Second location opened "Main Street USA"
- Five years after opening, opportunity to purchase building
- 5000 sf
- Marquess Group HQ
- \$50,000 remodeling cost





Niche Services



Medication Therapy Management

Get buy-in from technicians

Hire a motivated clinical pharmacist



Simplify My Meds

Medication synchronization

Increases customer satisfaction and loyalty



Free Prescription Delivery

5-mile radius (FREE) (18 miles for Hospice - \$\$)

8 Drivers

Mobile apps

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Niche Services



Immunization

Off-site clinics

Offer travel vaccines

Leads to many other services

Uniform Shop, Hallmark Cards, College Campus, MOBs, Across the Street from 2nd busiest big box, LTC, DME



Compounding



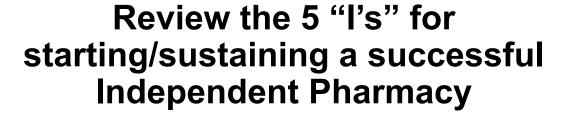
Medication Disposal

Dispose My Meds Program

Work with local law enforcement

All locations

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Invalidate the Past

Learn from the past

"That's never been done here before."

"That can't be done in this town."



Identify Your Goals

- •Yogi Berra
- •Wayne Gretzky
- •Business Plan is a must!

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Have a CLEAR Vision

- •State the Vision Clearly
- •Cast the Vision Creatively
- •Repeat the Vision Constantly
- Celebrate the Vision Regularly
- •Embrace the Vision Personally

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Isolate Your Obstacles

- Anything worthwhile there will be obstacles
- •Anywhere there is opportunities there will be opposition
- Many sell their pharmacy? WHY?
 - •They have problems (I have problems, we all have problems)
 - Get involved (local, state and national)
 - Do you do this, do that, no, no, no

Investigate Your Benefits

Benefits must outweigh the obstacles

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Include Encouraging People

If you want to accomplish something, get some people around you that are going to encourage you, lift you up!



Challenges to Ownership

Hiring Mentality Marketing



Keep Priorities in Order

- You are unique Don't give up what is unique to you just because someone else thinks its wrong or hasn't been done before
- Your greatest contribution may not be something you do, but it could be the TEAM you develope

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Questions?

Jonathan G. Marquess, PharmD, CDCES, FAPhA

President & CEO, The Marquess Group jmarquess@gpha.org



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The How To's of Financing Your Pharmacy Deal

Bobby Glaze, PharmD, Loan Officer, First Financial Bank









Bobby Glaze, PharmD

Loan Officer

First Financial Bank

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Pharmacist and Technician Learning Objectives

- 1. Explain the different types of financing available to pharmacies.
- 2. Discuss borrower eligibility for SBA loans.
- 3. Describe the SBA loan process from application to funding.
- 4. Describe cash flow of the business including a review of its impact on valuations.

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What do banks offer?

Financing for:

- Acquisition and Real Estate
- Equipment Financing
- Expansion & Remodeling
- Business Refinancing
- Start-up Loans
- Working Capital

Sources of Funding

- Conventional Loans
- •SBA Loans 7a and 504
- Private Equity Investor
- Family and Friends
- Seller Financing
- Grants



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SBA Guaranteed Loan Programs

Debt Financing

- •SBA does not directly lend money
- •SBA sets the guidelines for loans; the banks lend the money
- •SBA partners with lenders to guarantee repayment of the loan
- •The loan is a commercial loan structured according to SBA requirements with an SBA guaranty
- PLP– Preferred Lender Program– Some lenders are preferred lender participants

SBA Size Standards

- Is your business considered to be "small" by the Small Business Administration (SBA)?
- You must be defined as a small business when submitting a proposal for SBA financing.
- •SBA uses the North American Industry Classification System (NAICS) as the basis for its size standards.
- •The number of employees or average annual receipts are considered.
- For Pharmacies and Drug Stores (NAICS code 446110), the size standard is based on average annual gross income.
- The size standard for Pharmacies and Drug Stores totals \$37.5M.

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Planning to Buy?

- Where are you willing to acquire?
- Target pharmacy requirements.
 - Size, staffing, specialized markets/services
- •Who is on your team?
 - Attorney, CPA, Wholesaler, Business Partners, Banker

Buyers Must Have a Plan

- Good Credit
- Valid Pharmacist License (or access to one)
- Passion & Desire to Own a Business
- Have a Great Mentor
- Cash Available for Equity
- Understanding of Financial Performance & Benchmarking

- Find the Right Pharmacy
- Understand the Opportunity
 - Due diligence, valuation, business trends
- Negotiate
 - Term sheet/LOI, real estate, seller carry, bank, cash injection
 - Timeline for the above can take 3-12 months

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The process start to finish...



Debt Service Coverage Ratio

Debt Service Coverage Ratio (DSCR): DSCR shows how healthy a company's cash flow is and can determine how likely a business is to qualify for a loan. The DSCR is calculated by dividing the operating income available for debt service by the total amount of debt service due.

What Lenders Look For: The minimum DSCR to secure SBA 7(a) financing is 1.15. However, most lenders want a borrower to have a DSCR of 1.3 or more.



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Cash Flow Simplified

- Cash flow = net operating income (NOI) of the business
 - The net operating income will tell us how much debt the business can afford
- •The business debt service coverage ratio (DSCR) and the personal global debt service margin must be sufficient to support the loan request

DSCR = <u>Net Income</u> Debt Payment

Performing a Valuation

What does a buyer, accountant, and lender need to review?



YTD Profit and Loss Statement and Balance Sheet



Pharmacy Prescription & Profitability Reports

- ✓ Rx Sales Report (Scripts & Payers by plan Code)
- ✓ Top 100 Drugs Dispensed
- ✓ Generic vs. Brand / New vs. Refill
- ✓ Seller's cost of goods, Gross Margin logs
- √ Rebates, % Medicaid, 3rd party
- ✓ Ability to recast/normalize financial statements accordingly for a new customer



Three Years of Tax Returns

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What is the Pharmacy Worth

What price a seller is willing to accept for the business

What a buyer is willing to pay

What a lender is willing to invest

**All dependent upon the buyers' ability to generate a future ROI. Business evaluations need to be done.



The Pharmacy must...

- ✓ Enable a buyer to earn market compensation
- ✓ Allow for debt repayment on total project cost
- ✓ Appraise lenders like a debt service margin of 1.3 or better

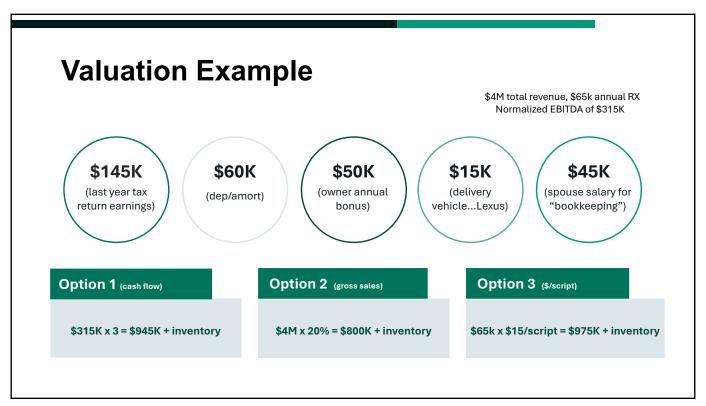
Identifying Value in a Pharmacy

Attractive	Not Attractive
>\$3M Revenue	<\$2M Revenue
Good profitability	Underperforming, limited growth potential
Balanced expenses	Overstaffed/extended hours
Good staff and location	Declining revenue and/or scripts
Stable growth	Excessive rent
Reasonable rent/lease	Unfavorable lease terms
Differentiation	Premium asking price
Competition	Poor/unclear/outdated financials

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Pharmacy Valuation Formulas

- Multiple of cash flow
 - (EBITDA) + inventory
 - Market is averaging 2.5 to 4x
- •% of annual gross sales + inventory
 - •Usually 15-25%
- •\$\$ multiple of annual Rx count + inventory
 - Typically \$10-\$20 (chain method)



Sample Purchase Structure

- Asset vs Stock
 - Asset most common
- •90% bank loan
 - SBA lends on total project cost
- •10% equity requirement
 - Combo of: buyer cash down payment, seller promissory note
- Buyer needs working capital
 - Cash (savings, 401k, family/gift)
 - Added to loan
 - Inventory

What can be used as a cash injection?

- Cash in the Bank
- Savings
- Investor Dollars
- Gift
- Borrowed Funds- Must have another source of repayment
 - 401k loans
 - HELOC
- •Seller Note

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Pharmacy Acquisition Loan Example Budget = \$1.4M Funding Sources ✓ \$945k Goodwill ✓ \$250k Inventory ✓ \$175k Working Capital ✓ \$175k Working Capital ✓ \$1.26M Bank Note

Acquisition Do's and Don'ts

DO	DON'T
Understand business and its differentiators	Don't limit yourself based on what's there, see potential
Know current cash flow opportunity	Don't pay for potential
Leverage pharmacy experts (Banker, CPA, Attorneys)	Don't be emotional, make a sound business decision
Expect the unexpected	Don't assume bad trends are easily fixed, or good ones always continue
Budget and forecast future performance	Don't get into a bidding war

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Questions?



Bobby Glaze, PharmD

Loan Officer, First Financial Bank

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Deal or No Deal!

Gabe Trahan, Former Senior Director, Store Operations and Marketing, NCPA (Retired)









Gabe TrahanFormer Senior Director, Store Operations and Marketing
NCPA

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Pharmacist and Technician Learning Objectives

- 1. Outline attributes that cause concern in a lease or buy proposal.
- 2. Discuss potential resolutions for lease problems and appropriate action.

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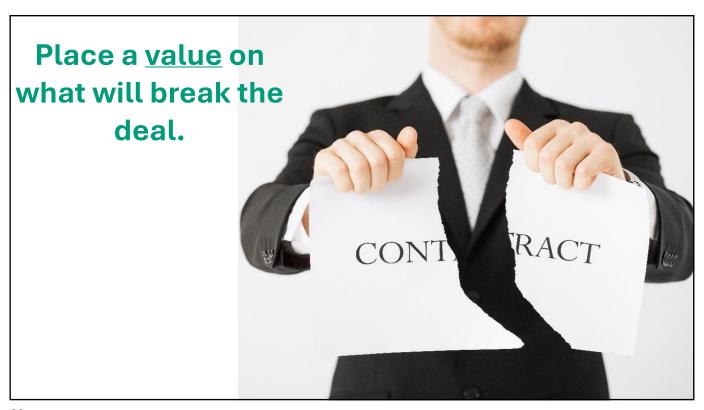
CONTRACT CONTRA

Advisory Team

- ✓ CPA who understands pharmacy
- ✓ Attorney with healthcare experience & acquisitions
- ✓ Consultant with up-to-date knowledge



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Deal or No Deal!

- Existing PIC thinking of opening their own store.
- ☐ History of OTC & DME retails much too low.
- □ 10% of customers have charge accounts.
- Past 2 years showing a lost in customer count.
- □ Accounting makes no sense.
- ☐ Lease is good for one year at a time.



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Deal or No Deal!

- Landlord refuses non-compete agreement.
- Another community pharmacy is located 2 blocks away.
- ☐ Improvements and repairs are all on you.
- Lease includes a portion of the **parking lot.
- □ Lease includes 300 sq ft of *common space.
- **Parking terms at times can be negotiated.
 Parking terms can be combined with store sq ft!
 *Common space :Hallways, Lobbies, staircases, restrooms and outdoor spaces.



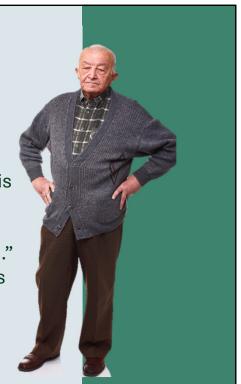
Personnel

Uncle, <u>Partner</u> and <u>Bookkeeper</u>

Reduction in purchase price?

- Does daily deposit
- Runs and gets change
- Keeps the coffee going
- · Looks after the books
- Unjams the copier
- Tells people when there is a light out.
- Starts all conversations with "I remember when..."
- And ends them with "this place would fall apart without me .."

\$78,500.00 a year.

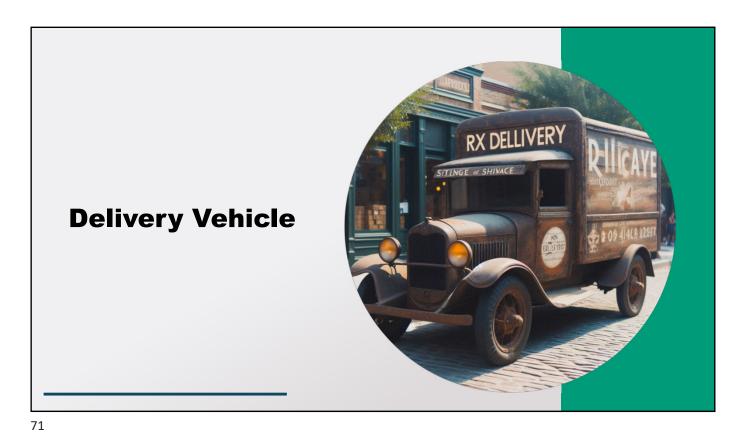


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What to pay for and consider not to pay for!

- Seasonal Product
- POS system (old)
- RX Robot
- Additional fixtures
- Maintenance fees





Dated Gifts?

- Backroom inventory
- Two-year-old non-OTC

Sidewalk Test







Check storage

Envelopes or cards?

Return policy?



Chains generally do not pay for Gifts or Cards



- ➤ The new owner has a choice of assuming the contract from the original owner, or not assuming it.
- ➤ If new owner assumes it, all pricing continues and the new owner is held to the remaining volume commitment.
- ➤ If the new owner does not assume the existing contract, the original owner would be recharged for any unfulfilled volume, or upfronts paid, depending on the contract wording.
- > The new owner would lose any pricing discounts under the current contract.
- The new owner could ask to sign a new agreement with us, or he would receive product at standard terms (wholesale).

Volume Commitment	331,538
Volume Attained	246,577
Volume Remaining	84,961



Road Street Pharmacy is closing its doors Monday, Nov. 30. The more than 13-year - old independently owned and operated pharmacy will transfer prescriptions to the CVS location ...

Stop by 45 Road Street for over-the-counter items, cards, and gifts available at 70% off and to wish the owner well!



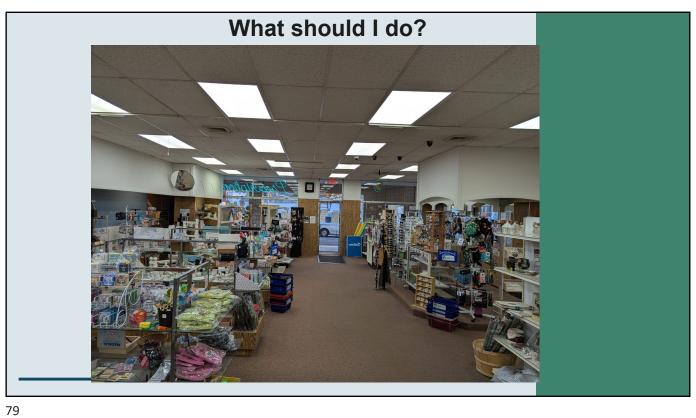
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Out of Balanced Inventory

Before you take ownership!

- Return to manufacturer
- Return to wholesaler
 - * Nobody buys a brace because it's on sale!

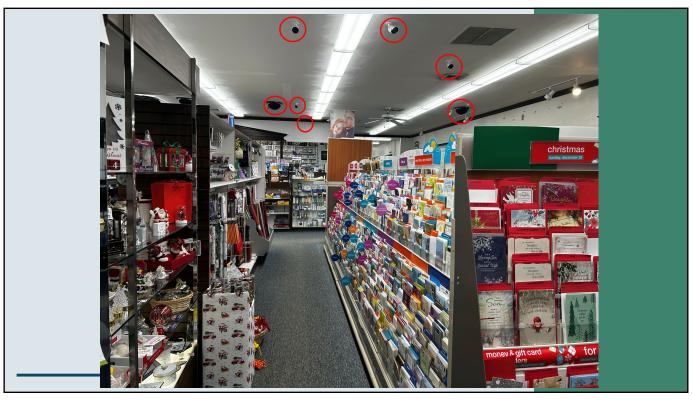










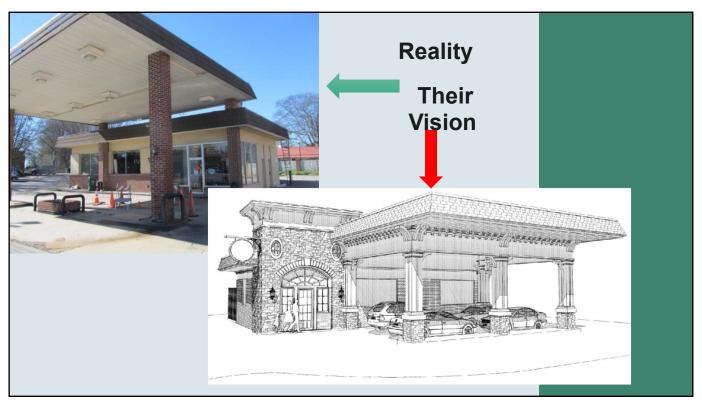


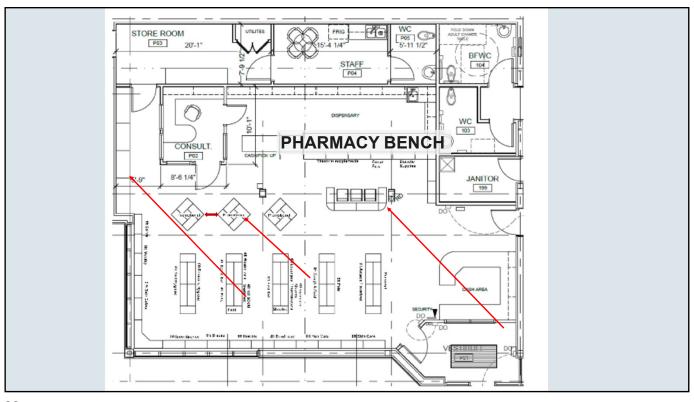
Pitfalls to Avoid

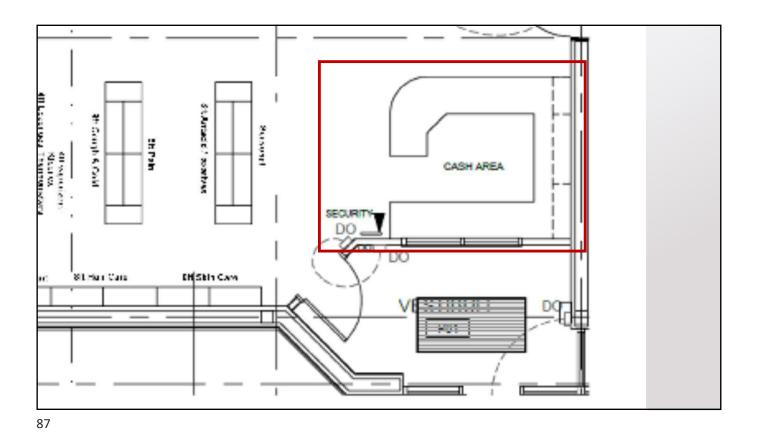
- Unrealistic expectation that physicians will send business your way.
- Trust your vision of what your store should look like.



Pre-Pandemic







LEASING, BUILDING, or REMODELING
YOUR PHARMACY

Can you use your own contractor?

Responsibility bring property up to code?

What are Tenant Improvement Costs?

- Perimeter drywall taped and finished
- ► Floor covering (e.g., wood, tile, carpet)
- Special wall finishes such as premium paint, wallcoverings or wood paneling
- ► Additional plumbing and/or electrical capacity and distribution



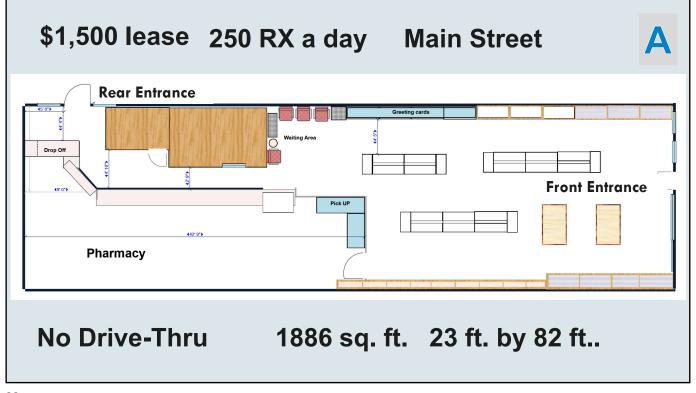
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What are Tenant Improvement Costs?

- ► Finished Ceiling
- ▶ Interior doors and hardware
- ▶ Lighting fixtures
- ▶ Bathroom(s) with commercial grade fixtures
- ► Partition walls (e.g., consulting rooms, storage area, office area)
- ▶ Additional entry doors or automatic electric doors
- Upgraded storefront treatments and signage



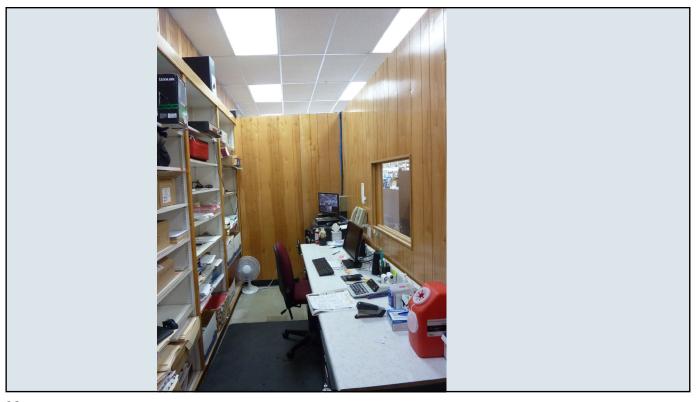


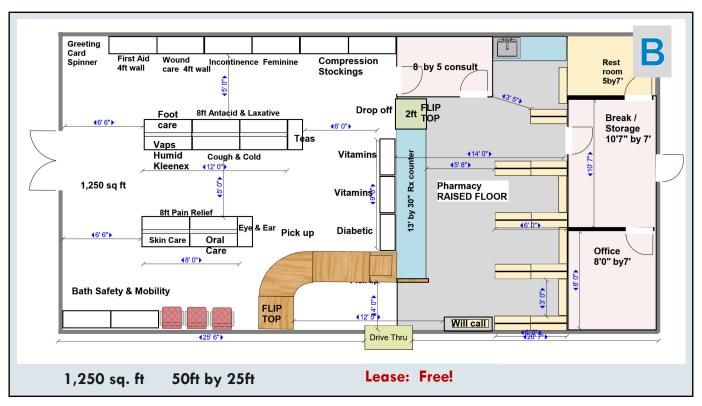


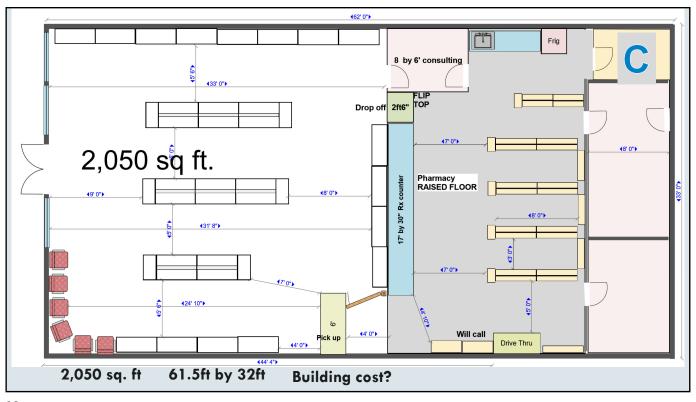


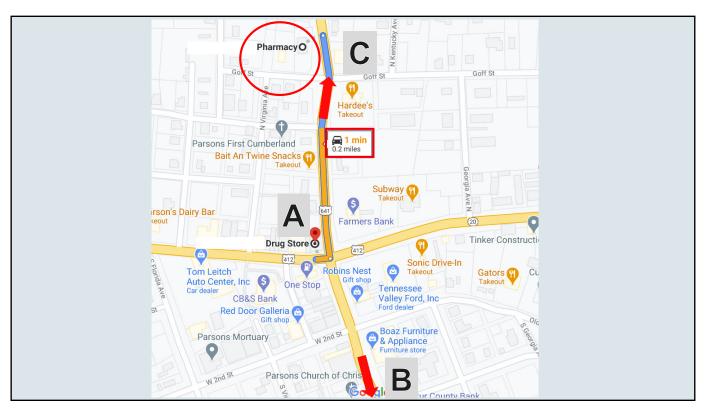


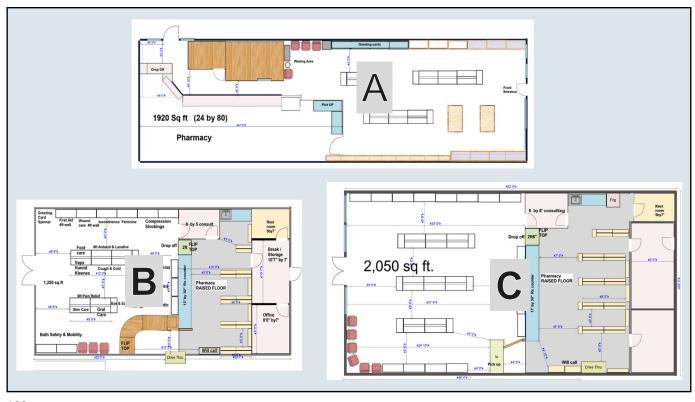






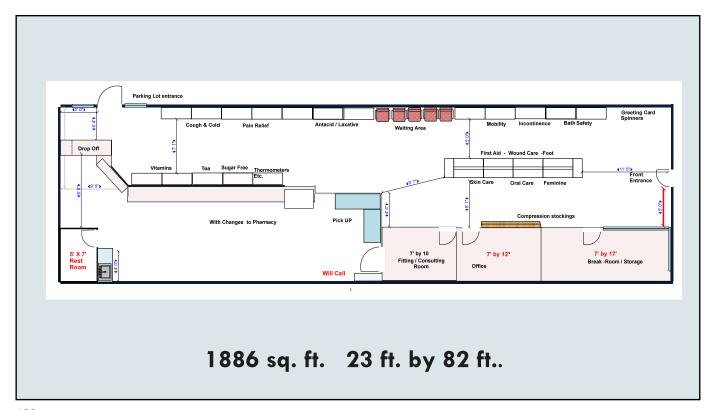


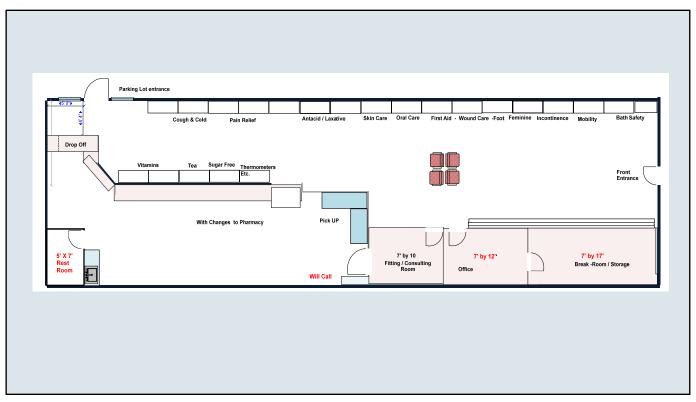




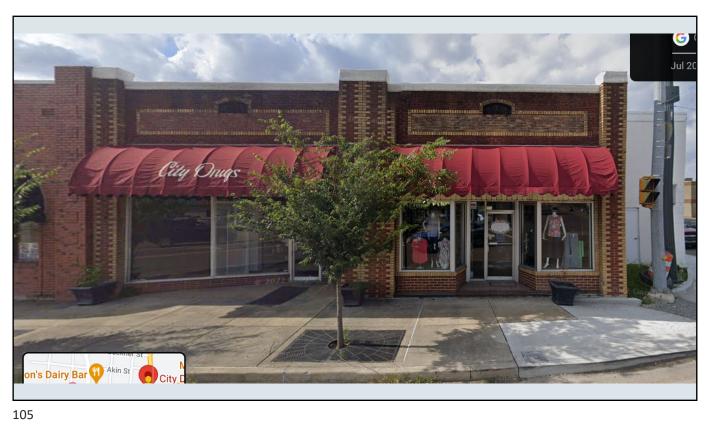
- How many customers could you lose?
- How long is the lease going to be at that price?
- Who pays the taxes on the building?
- Will the landlord pay anything?
- What is the nearest business next to B store?
- What would the cost of a move be?
- Zoning issues?
- Cost of remodeling store B (Free)

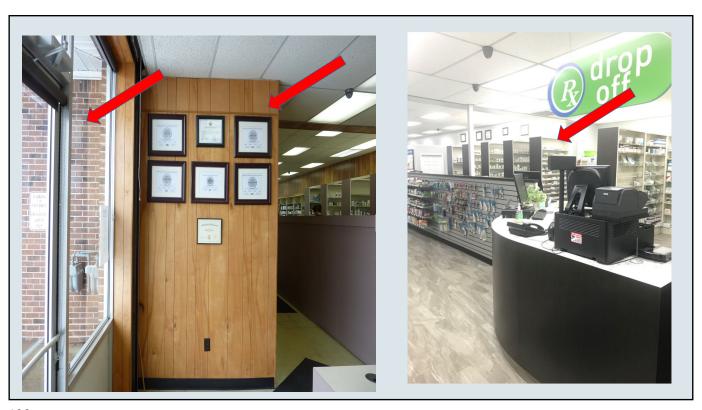


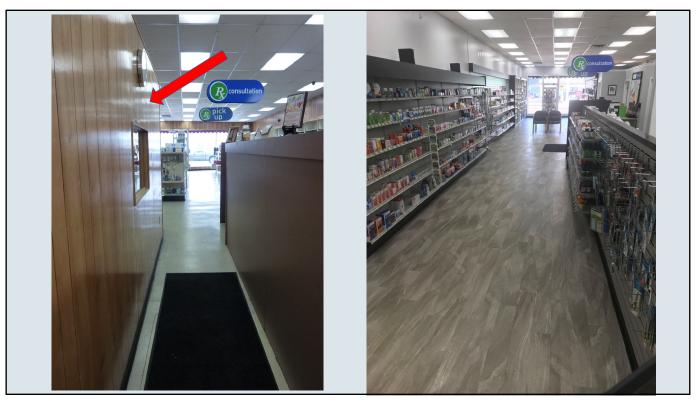




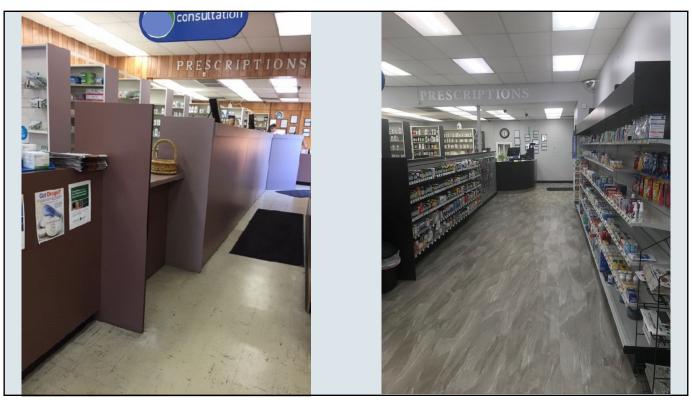


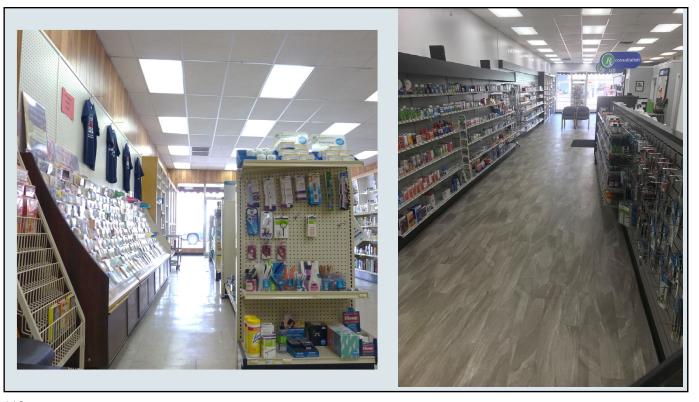


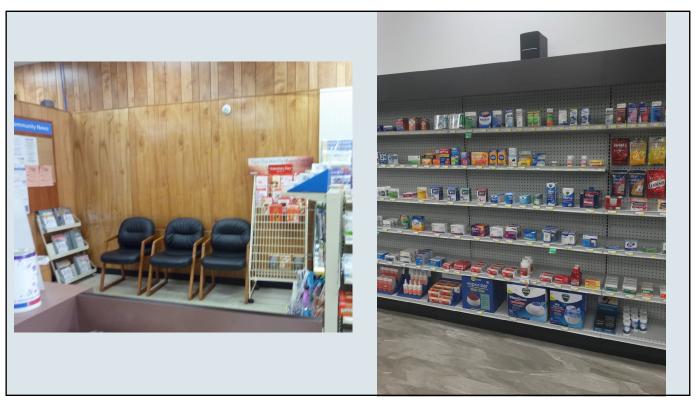










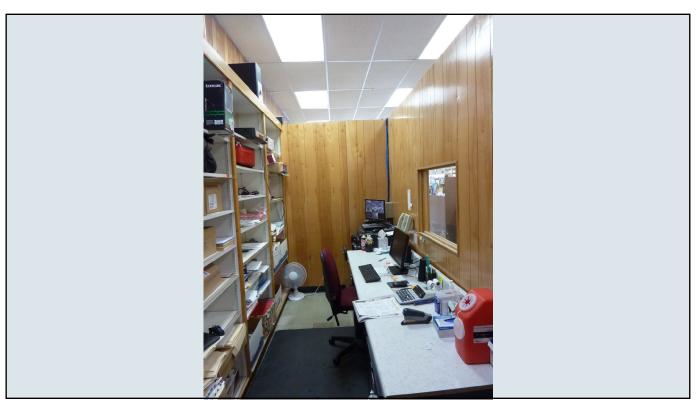


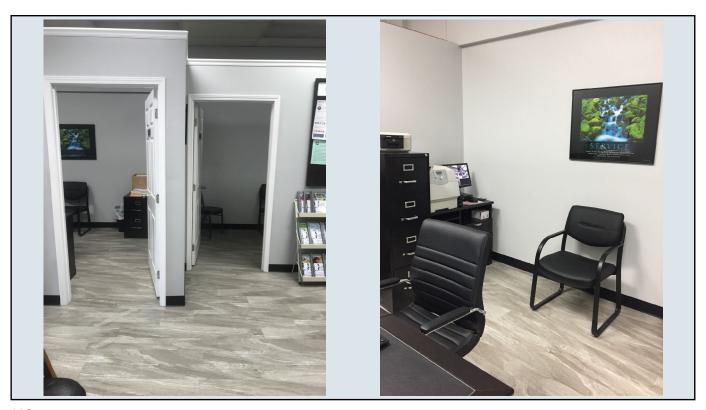














Landlord paid: \$12,000.00

- * new HVAC
- * new shingles
- * exterior paint
- * Repaired sidewalk

Store owner paid: \$60,000.00

- * New office
- * Wiring
- * Plumbing
- * Flooring
- * Sheetrock

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Nobody has ever gone broke walking away from a deal. Plenty of people have gone broke as a result of closing a deal "just for the sake of closing the deal."

Jeffrey S. Baird, Esq

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Questions?

Gabe Trahan

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Case Study: Buying Bonnie's Pharmacy

Ollin B. Sykes, CPA, CITP.CMA, President Bonnie E. Bond, CPA, MBA, Transitions Director

Speakers



Ollin B. Sykes, CPA, CITP.CMA
President
Sykes & Company, P.A.



Bonnie E. Bond, CPA, MBA
Transitions Director
Sykes & Company, P.A.

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Pharmacist and Technician Learning Objectives

- 1. Review key financial documents, metrics, and systematic approaches to evaluating business performance.
- 2. Interpret a balance sheets and profit & loss statements including their impact on operations and decision-making.
- 3. Compare and contrast transaction types and their associated financial and tax implications.

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Pharmacy Overview

Bonnie's Pharmacy is a 10-year-old independent pharmacy in a coastal North Carolina town.

Owner Bonnie, the sole pharmacist, is selling after winning the lottery and is open to flexible financing.

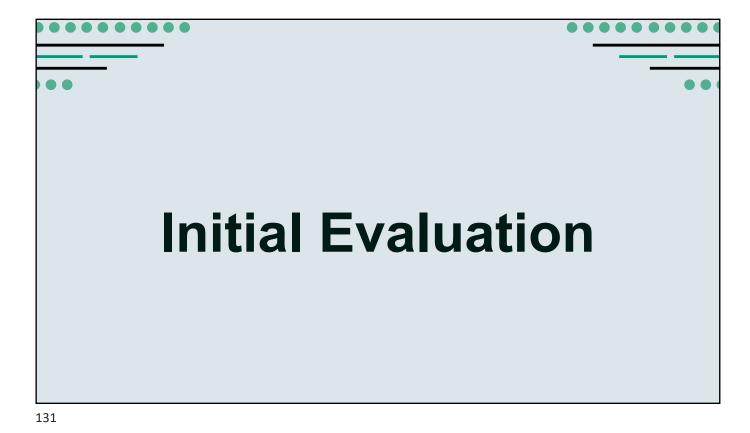
Business Profile

- Entity: LLC Taxed as an S Corporation Since Inception
- Operations: Services Extended Across State Lines Through Delivery
- · Services Offered:
 - Retail Prescriptions
 - · LTC at Home
 - 340B Contract Participation
 - Non-sterile Compounding, Including Several Thousands Dollars in Veterinary Compounds
- Unique Market Position: No Other Compound Pharmacies in the Immediate Region
- Management: Bonnie handles all operations, bookkeeping, payroll, and compliance herself
- CPA Involvement: Annual Tax Filings Only (State and Federal)
- Inventory: Physical Count Conducted Every Few Years by Staff
- Owner Compensation:
 - \$60,000 Salary
 - \$100,000 in Tax-free Distributions Annually
 - Additional Distributions for Personal Expenses, Such as Vacations
- Seller Notes:
 - · Open to Flexible Financing
 - Willing to Support the Buyer During Transition

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Buyer Objectives

- Understand Financial and Compliance Standing
- Compare Stock vs. Asset Purchase
- Identify Hidden Risks
- Prepare for Valuation and Negotiation



Balance Sheet Evaluation – Assets

• First impressions?

• Any red flags?

•Growth potential?

Stock vs. asset purchase impact?

1	A		C		D		E		F
1	ACCRUAL REPORTS								
2		Jac	n - Dec 2021	.lo	n - Dec 2022	la	n - Dec 2023	la	ın - Oct, 2024
3	ASSETS	- Cu	1-000 2021	Jui	I - DOC ZOZZ	Ju	1-000 2020	00	11-00, 2024
4	Current Assets								
5	Bank Accounts								
6	Checking		232,774.18		279,630.40		338,829.22		402,779.28
7	Savings		3,523.36		2,013.33		4,388.89		608.82
8	Cash on Hand		181.72		181.72		181.72		181.72
9	Checking Bank		1,154.00		1,392.22		1,229.96		1,339.80
10	Savings Bank		1,512.96		696.80		1,787.80		510.39
11	Total Bank Accounts	\$	239,146.22	\$	283,914.47	\$	346,417.59	\$	405,420.01
12	Other Current Assets								5035
13	Inventory		256,000.00		256,000.00		256,000.00		256,000.00
14	Accounts Receivable		0.00		0.00		0.00		0.00
15	Uncategorized Asset		0.00		0.00		23,150.00		23,150.00
16	Total Other Current Assets	\$	256,000.00	\$	256,000.00	\$	279,150.00	\$	279,150.00
17	Total Current Assets	\$	495,146.22	\$	539,914.47	\$	625,567.59	\$	684,570.01
18	Fixed Assets								
19	15000 Furniture and Equipment		366,631.64		366,631.64		366,631.64		366,631.64
20	A/D-Furniture & Equipment		-27,786.59		-27,786.59		-27,786.59		-27,786.59
21	Total Fixed Assets	\$	338,845.05	\$	338,845.05	\$	338,845.05	\$	338,845.05
22	TOTAL ASSETS	\$	833,991.27	\$	878,759.52	\$	964,412.64	\$	1,023,415.06
23	LIABILITIES AND EQUITY								
24	Liabilities								
25	Current Liabilities								
26	Accounts Payable								
27	20000 Accounts Payable		99,980.05		104,694.09		103,467.66		97,422.69
28	Total Accounts Payable	S	99.980.05	s	104.694.09	\$	103.467.66	\$	97.422.69

Balance Sheet Evaluation – Liabilities

- First impressions?
- •Any red flags?
- •Growth potential?
- Stock vs. asset purchase impact?

	A		C		D		E		F
29	Credit Cards								
30	Bank 1		-327,336.16		-531,762.07		-760,089.14		-1,016,574.6
31	Bank 2		0.00		0.00		3,308.20		7,050.6
32	Bonnie 1		151,749.32		195,566.78		226,772.48		288,890.4
33	Bank 3		189,991.21		226,948.35		305,822.04		366,250.7
34	Total Credit cards payable	\$	14,404.37	-\$	109,246.94	-\$	224,186.42	-\$	354,382.8
35	Total Credit Cards	\$	14,404.37	-\$	109,246.94	-\$	224,186.42	-\$	354,382.8
36	Other Current Liabilities								
37	24000 Payroll Liabilities		4,199.55		4,199.55		4,199.55		4,199.5
38	Fed w/h		-2,236.00		-2,236.00		-2,236.00		-2,236.0
39	Federal Taxes (941/944)		0.00		0.00		-85.00		-85.0
40	Federal Unemployment (940)		104.11		200.32		201.62		203.5
41	NC Employment Taxes		-1,458.21		-1,407.18		-1,436.12		-1,435.9
42	SS/Medi	_	-2,558.20		-2,558.20		-2,558.20		-2,558.2
43	Total 24000 Payroll Liabilities	-\$	1,948.75	-\$	1,801.51	-\$	1,914.15	-\$	1,912.1
44	25500 Sales Tax Payable		562.79		562.79		562.79		562.7
45	Direct Deposit Payable		0.00		3,950.00		3,950.00		3,950.0
46	LOC-Bank		268,632.07		2,615,532.07		4,237,532.07		5,763,232.0
47	N/P Local Bank		-339,733.92		-2,599,124.94		-4,186,946.31		-5,677,690.9
48	Total Other Current Liabilities	-\$	72,487.81	\$	19,118.41	\$	53,184.40	\$	88,141.7
49	Total Current Liabilities	\$	41,896.61	\$	14,565.56	-\$	67,534.36	-\$	168,818.3
50	Long-Term Liabilities								
51	L/P Robot		187,630.66		153,456.82		119,282.98		90,804.7
52	N/P Bank 5		0.00		0.00		-559.97		-2,528.5
53	N/P Bank 3		0.00		0.00		0.00		88,400.9
54	NP Shareholder		31,818.55		20,620.01		0.04		0.0
55	Total Long-Term Liabilities	\$	219,449.21	\$	174,076.83	\$	118,723.05	\$	176,677.2
56	Total Liabilities	\$	261,345.82	\$	188,642.39	\$	51,188.69	\$	7,858.8

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Balance Sheet Evaluation – Liabilities

57	Equity				
58	30000 Opening Balance Equity	-100.00	30,923.60	30,923.60	30,923.60
59	Distributions	-100,000.00	-250,000.00	-500,000.00	-650,000.00
60	32000 Retained Earnings	-26,624.12	322,645.45	559,093.53	1,032,200.35
61	Additional Paid In Capital	350,000.00	350,000.00	350,000.00	350,000.00
62	Commons Stock	100.00	100.00	100.00	100.00
63	Net Income	349,269.57	236,448.08	473,106.82	252,332.24
64	Total Equity	\$ 572,645.45	\$ 690,117.13	\$ 913,223.95	\$ 1,015,556.19
65	TOTAL LIABILITIES AND EQUITY	\$ 833,991.27	\$ 878,759.52	\$ 964,412.64	\$ 1,023,415.06

- First impressions?
- •Any red flags?
- •Growth potential?
- •Stock vs. asset purchase impact?

P&L Evaluation

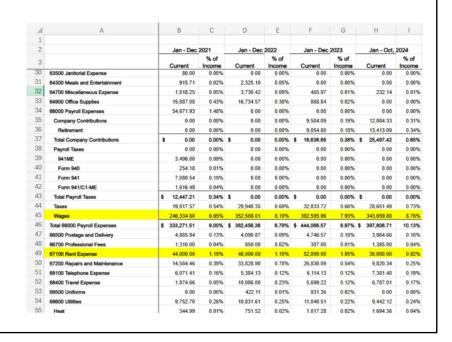
- First impressions?
- •Any red flags?
- •Growth potential?
- Stock vs. asset purchase impact?

Δ	A	В	С	D	E	F.	G	Н	1
1									
2		Jan - Dec		Jan - Dec		Jan - Dec		Jan - Oct,	
3		Current	% of Income	Current	% of Income	Current	% of Income	Current	% of Income
4	Income								
5	47300 Refunds	-557.00	-0.02%	0.00	0.00%	0.00	0.00%	0.00	0.00%
6	49900 Uncategorized Income	3,586,793.27	96.88%	4,185,320.73	96.19%	4,690,829.95	94.78%	3,813,251.99	97.15%
7	70200 Interest Income	1.15	0.00%	1.08	0.00%	3.66	0.00%	3.89	0.00%
8	Sales of Product Income	16,181.51	0.44%	65,845.29	1.51%	58,370.46	1.18%	11,907.84	0.30%
9	Total Income	\$3,702,418.93	100.00%	\$4,351,167.10	100.00%	\$4,949,204.07	100.00%	\$3,925,163.72	100.00%
10	Cost of Goods Sold								
11	50000 Cost of Goods Sold	-130,801.41	-3.53%	-459,351.10	-10.56%	-489,301.65	-9.89%	-624,269.45	-15.90%
12	Discount on purchases	-170,296.89	-4.60%	0.00	0.00%	0.00	0.00%	0.00	0.00%
13	Purchases for resale	3,244,305.10	87.63%	3,909,503.15	89.85%	4,281,286.86	86.50%	3,619,840.85	92.22%
14	Total Cost of Goods Sold	\$2,943,206.80	79.49%	\$3,450,152.05	79.29%	\$3,791,985.21	76.62%	\$2,995,571.40	76.32%
15	Gross Profit	\$ 759,212.13	20.51%	\$ 901,015.05	20.71%	\$1,157,218.86	23.38%	\$ 929,592.32	23.68%
16	Expenses								
17	60000 Advertising and Promotion	7,594.47	0.21%	10,978.03	0.25%	11,272.39	0.23%	8,137.80	0.21%
18	60200 Automobile Expense	0.00	0.00%	70.00	0.00%	0.00	0.00%	0.00	0.00%
19	60400 Bank Service Charges	11,299.58	0.31%	12,060.27	0.28%	14,728.49	0.30%	15,245.17	0.39%
20	60500 Billing Service Fees Paid	420.00	0.01%	60.00	0.00%	0.00	0.00%	0.00	0.00%
21	61000 Business Licenses and Permits	0.00	0.00%	75.00	0.00%	220.00	0.00%	0.00	0.00%
22	61700 Computer and Internet Expenses	16,813.44	0.45%	16,642.95	0.38%	18,661.13	0.38%	14,491.41	0.37%
23	62000 Continuing Education	1,287.11	0.03%	7,150.63	0.16%	7,500.00	0.15%	2,515.00	0.06%
24	62500 Dues and Subscriptions	26,909.96	0.73%	53,592.06	1.23%	27,585.19	0.56%	24,834.57	0.63%
25	63300 Insurance Expense	5,984.00	0.16%	12,944.00	0.30%	11,094.56	0.22%	6,024.03	0.15%
26	63310 General Liability Insurance	4,954.25	0.13%	0.00	0.00%	0.00	0.00%	0.00	0.00%
27	63360 Worker's Compensation	2,027.50	0.05%	0.00	0.00%	0.00	0.00%	0.00	0.00%
28	Total 63300 Insurance Expense	\$ 12,965.75	0.35%	\$ 12,944.00	0.30%	\$ 11,094.56	0.22%	\$ 6,024.03	0.15%
29	63400 Interest Expense	4.588.11	0.12%	6.950.30	0.16%	14,275.10	0.29%	19.496.84	0.50%

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P&L Evaluation

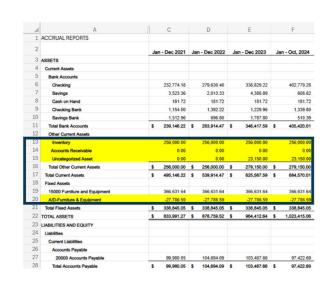
- First impressions?
- •Any red flags?
- Growth potential?
- Stock vs. asset purchase impact?





Balance Sheet Evaluation – Assets

- Inventory: Unchanged from 2021 2024
 - Is inventory not being tracked? Is it estimated not actual?
- Accounts Receivable: Unchanged (\$0.00 across 2021 2024
 - · Are being written off or not tracked?
- Uncategorized Asset: Appears in 2023 and 2024
 - · Needs to be properly categorized or clarified
 - Was there a bookkeeping backlog? Is there a temporary holding entry?
- Fixed Asset and Accumulated Depreciation: Constant at \$366,631.64
 - Is depreciation being booked properly?



Balance Sheet Evaluation – Liabilities

Sharp Growth in Credit Card Debt:

- Is Bonnie's Pharmacy heavily reliant on credit card financing?
- Is there liquidity stress of mismanaged short-term financing?

LOC and Bank Notes Ballooning:

• Is there a new debt-financed growth strategy?

Lack of Clarity on Notes Payable:

- Is there a misclassification between short and longterm liabilities?
- · Is there a lack of consistent accounting for new debt?

	A		C		D		E		F
29	Credit Cards								
30	Bank 1		-327,336.16		-531,762.07		-760,089.14		-1,016,574.6
31	Bank 2		0.00		0.00		3,308.20		7,050.60
32	Bonnie 1		151,749.32		195,566.78		226,772.48		288,890.46
33	Bank 3		189,991.21		226,948.35		305,822.04		366,250.7
34	Total Credit cards payable	\$	14,404.37	-\$	109,246.94	-\$	224,186.42	-\$	354,382.84
35	Total Credit Cards	\$	14,404.37	-\$	109,246.94	-\$	224,186.42	-\$	354,382.84
36	Other Current Liabilities								
37	24000 Payroll Liabilities		4,199.55		4,199.55		4,199.55		4,199.55
38	Fed w/h		-2,236.00		-2,236.00		-2,236.00		-2,236.00
39	Federal Taxes (941/944)		0.00		0.00		-85.00		-85.00
40	Federal Unemployment (940)		104.11		200.32		201.62		203.50
41	NC Employment Taxes		-1,458.21		-1,407.18		-1,436.12		-1,435.97
42	SS/Medi	_	-2,558.20		-2,558.20		-2,558.20		-2,558.20
43	Total 24000 Payroll Liabilities	-\$	1,948.75	-\$	1,801.51	-\$	1,914.15	-\$	1,912.12
44	25500 Sales Tax Payable		562.79		562.79		562.79		562.79
45	Direct Deposit Payable		0.00		3,950.00		3,950.00		3,950.00
46	LOC-Bank		268,632.07		2,615,532.07		4,237,532.07		5,763,232.07
47	N/P Local Bank		-339,733.92		-2,599,124.94		-4,186,946.31		-5,677,690.9
48	Total Other Current Liabilities	-\$	72,487.81	\$	19,118.41	\$	53,184.40	\$	88,141.79
49	Total Current Liabilities	\$	41,896.61	\$	14,565.56	-\$	67,534.36	-\$	168,818.36
50	Long-Term Liabilities								
51	L/P Robot		187,630.66		153,456.82		119,282.98		90,804.78
52	N/P Bank 5		0.00		0.00		-559.97		-2,528.56
53	N/P Bank 3		0.00		0.00		0.00		88,400.97
54	NP Shareholder		31,818.55		20,620.01		0.04		0.04
55	Total Long-Term Liabilities	s	219,449,21		174,076,83	\$	118,723.05		176,677.2

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Balance Sheet Evaluation – Equity

57	Equity							
58	30000 Opening Balance Equity		-100.00	30,923.60		30,923.60		30,923.60
59	Distributions		-100,000.00	-250,000.00		-500,000.00		-650,000.00
60	32000 Retained Earnings		-26,624.12	322,645.45		559,093.53		1,032,200.35
61	Additional Paid In Capital		350,000.00	350,000.00		350,000.00		350,000.00
62	Commons Stock		100.00	100.00		100.00		100.00
63	Net Income		349,269.57	236,448.08		473,106.82		252,332.24
64	Total Equity	\$	572,645.45	\$ 690,117.13	\$	913,223.95	\$	1,015,556.19
65	TOTAL LIABILITIES AND FOULTY	s	833.991.27	\$ 878.759.52	s	964.412.64	s	1.023.415.06

Line 58 – 30,000 Opening Balance Equity: Non-zero Value Across 3 Years

- Was there a potential setup oversight?
- Are the beginning balances not fully reconciled?

P&L Evaluation

• Income:

 Growth 2021 – 2023...what about the 9 months of 2024? What's Missing?

Gross Profit:

 How does the unchanged inventory in this period impact growth?

4	A	В	C	D	E	F	G	H	1
1									
2		Jan - Dec	2021	Jan - Dec	2022	Jan - Dec	2023		
3		Current	% of Income	Current	% of Income	Current	% of Income	Current	% of Income
4	Income								
5	47300 Refunds	-557.00	-0.02%	0.00	0.00%	0.00	0.00%	0.00	0.009
6	49900 Uncategorized Income	3,586,793.27	96.88%	4,185,320.73	96.19%	4,690,829.95	94.78%	3,813,251.99	97.159
7	70200 Interest Income	1.15	0.00%	1.08	0.00%	3.66	0.00%	3.89	0.009
8	Sales of Product Income	16,181.51	0.44%	65,845.29	1.51%	58,370.46	1.18%	11,907.84	0.309
9	Total Income	\$3,702,418.93	100.00%	\$4,351,167.10	100.00%	\$4,949,204.07	100.00%	\$3,925,163.72	100.009
10	Cost of Goods Sold								
11	50000 Cost of Goods Sold	-130,801.41	-3.53%	-459,351.10	-10.56%	-489,301.65	-9.89%	-624,269.45	-15.909
12	Discount on purchases	-170,296.89	-4.60%	0.00	0.00%	0.00	0.00%	0.00	0.009
13	Purchases for resale	3,244,305.10	87.63%	3,909,503.15	89.85%	4,281,286.86	86.50%	3,619,840.85	92.229
14	Total Cost of Goods Sold	\$2,943,206.80	79.49%	\$3,450,152.05	79.29%	\$3,791,985.21	76.62%	\$2,995,571.40	76.329
15	Gross Profit	\$ 759,212.13	20.51%	\$ 901,015.05	20.71%	\$1,157,218.86	23.38%	\$ 929,592.32	23.689
16	Expenses								
17	60000 Advertising and Promotion	7,594.47	0.21%	10,978.03	0.25%	11,272.39	0.23%	8,137.80	0.219
18	60200 Automobile Expense	0.00	0.00%	70.00	0.00%	0.00	0.00%	0.00	0.009
19	60400 Bank Service Charges	11,299.58	0.31%	12,060.27	0.28%	14,728.49	0.30%	15,245.17	0.399
20	60500 Billing Service Fees Paid	420.00	0.01%	60.00	0.00%	0.00	0.00%	0.00	0.009
21	61000 Business Licenses and Permits	0.00	0.00%	75.00	0.00%	220.00	0.00%	0.00	0.009
22	61700 Computer and Internet Expenses	16,813.44	0.45%	16,642.95	0.38%	18,661.13	0.38%	14,491.41	0.379
23	62000 Continuing Education	1,287.11	0.03%	7,150.63	0.16%	7,500.00	0.15%	2,515.00	0.069
24	62500 Dues and Subscriptions	26,909.96	0.73%	53,592.06	1.23%	27,585.19	0.56%	24,834.57	0.639
25	63300 Insurance Expense	5,984.00	0.16%	12,944.00	0.30%	11,094.56	0.22%	6,024.03	0.159
26	63310 General Liability Insurance	4,954.25	0.13%	0.00	0.00%	0.00	0.00%	0.00	0.009
27	63360 Worker's Compensation	2,027.50	0.05%	0.00	0.00%	0.00	0.00%	0.00	0.009
28	Total 63300 Insurance Expense	\$ 12,965.75	0.35%	\$ 12,944.00	0.30%	\$ 11,094.56	0.22%	\$ 6,024.03	0.15
29	63400 Interest Expense	4.588.11	0.12%	6.950.30	0.16%	14.275.10	0.29%	19.496.84	0.509

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P&L Evaluation

Wages:

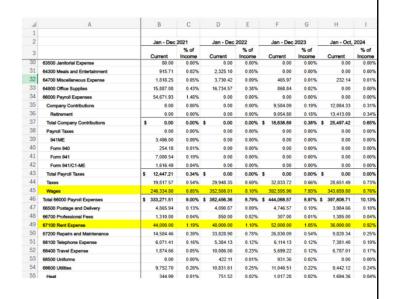
 Growth 2021 – 2023...what about the 9 months of 2024? What's Missing?

Payroll Taxes:

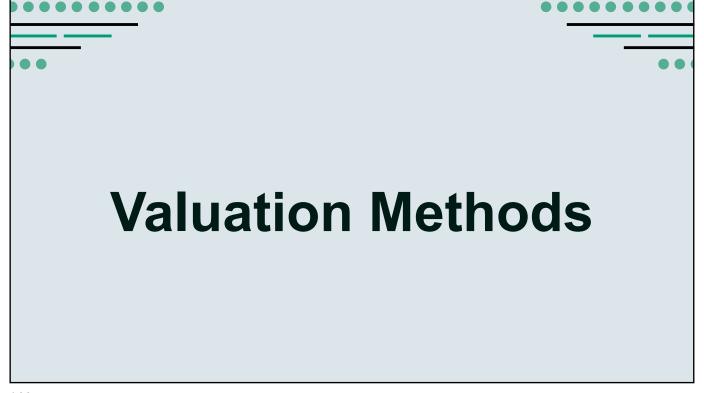
• No payroll taxes...misclassification?

• Rent:

 Rising from 2021 – 2023 then a significant drop-off in 2024...why?



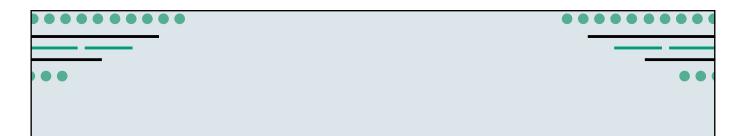




Valuation Methods

- EBITDA x Multiple: (Adjusted for Owner Compensation)
- Per Script Value: Based on Script Volume and Margins

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Other Considerations

Other Considerations

- Adjust for Heavy Owner Involvement
- Local Goodwill
- Multi-State Risk
- Determine When EBITDA vs. Per-Script Method is More Appropriate
- Sales Tax Applicability:
 - Are sales taxes applicable to the deal structure? How about for veterinary compounds?

- Transition Plan:
 - Will Bonnie stay? If so, how long?
- Technology:
 - What pharmacy management, billing and EHR systems are in place?
- Delivery Operations:
 - Are there compliance concerns with interstate delivery?
- Employees/Staff:
 - Are there key staff? Any likely departures?

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Buyer Action Plan

Buyer Action Plan

- ☐ Build Advisory Team (CPA, Healthcare Attorney, Lender)
- ☐ Begin Formal Due Diligence
- ☐ Draft LOI with Specific Contingencies
- $f\square$ Address License Transfers and Payer Credentialing Processes

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Questions?

Ollin Sykes, CPA, CITP.CMA

President, Sykes & Company, P.A. Ollin@Sykes-CPA.Com

Bonnie Bond, CPA, MBA

Transitions Director, Sykes & Company, P.A.
Bonnie@Sykes-CPA.Com



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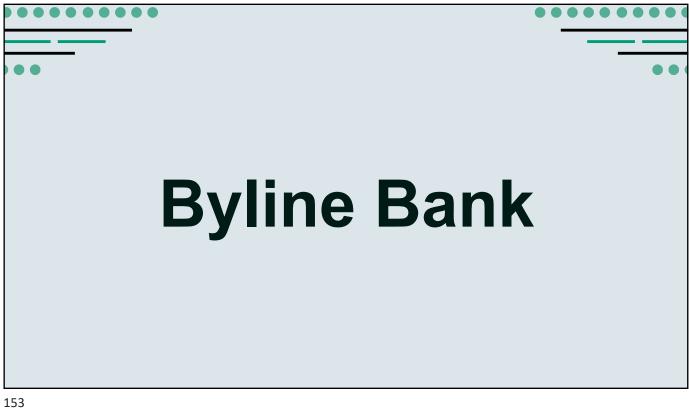


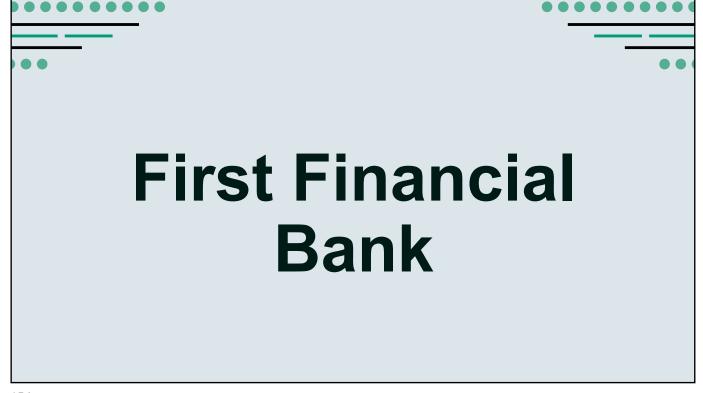
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Industry Showcase





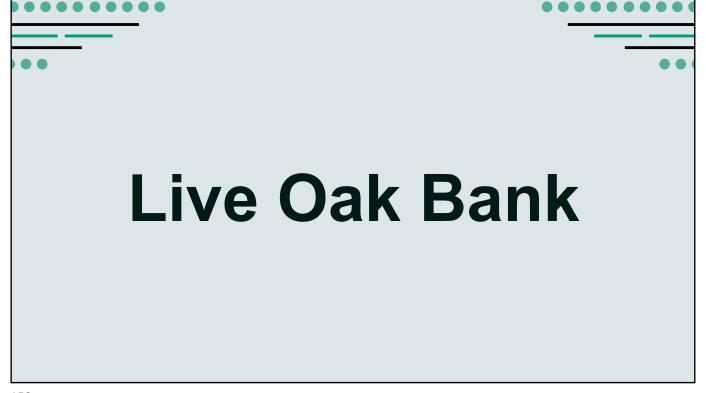


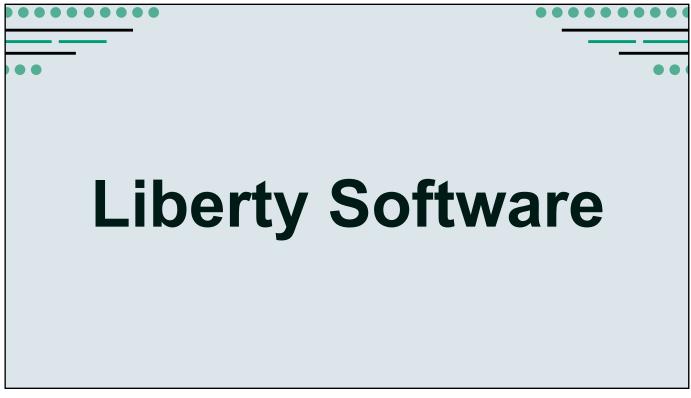


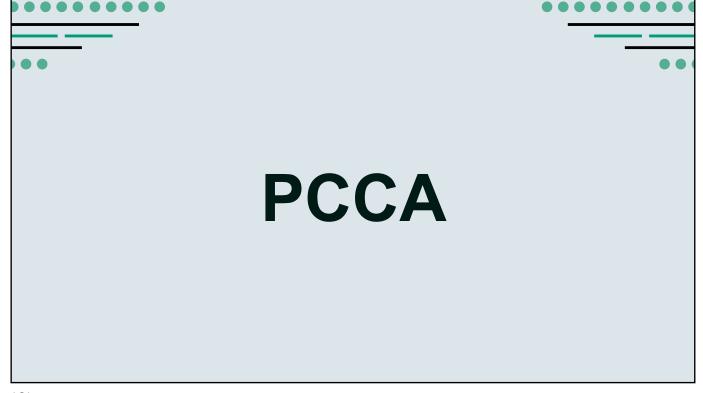




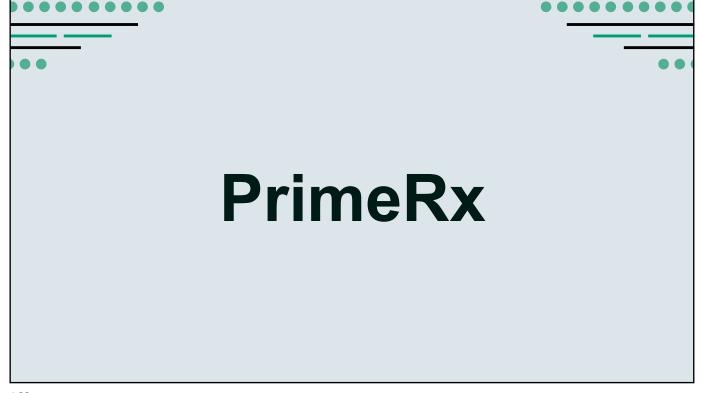
































Technology to Improve Your Workflow

Hashim Zaibak, PharmD, Owner, Hayat Pharmacy Jonathan G. Marquess, PharmD, CDCES, FAPhA, President/CEO, The Marquess Group





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Speaker



Jonathan G. Marquess, PharmD, CDCES, FAPhA
President & CEO
The Marquess Group

Agenda

- Discuss the different areas where pharmacy technology can improve efficiency of pharmacy operations.
- Outline budgeting needs for the incorporation of pharmacy technology systems into your business plans.
- Discuss how to phase in technology as the business grows.

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Why Technology Matters



Evolving patient expectations



Competitive marketplace: technology gives you an edge



Increasing administrative burden



Need for clinical service expansion

Technology to Consider When Starting a Pharmacy

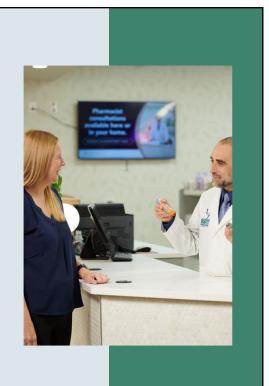
- Pharmacy Management System
- Point of Sale
- Phone System
- Security Cameras and Alarms
- Accounting Software with Cloud Backup



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Technology to Consider at a Later Time

- Telepharmacy
- Communication Tools
- Inventory Management
- Compliance



Optional Technology

- Pill Counters
- Prescription Dispensing Systems
 - Parata
 - ScriptPro
 - RxSafe



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Optional Technology

- E-commerce and Delivery Platforms
- Remote Patient Monitoring
- Digital Payment Solutions
 - Nimble



Medication Synchronization

- Increases workflow efficiency
- Better inventory control
- Improves adherence
- Pick a pharmacy management system with a good synchronization module
- Paper-based



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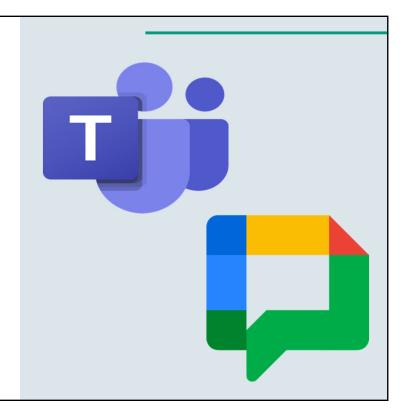
Pharmacy Management System Solution

Synchronization is Internal and Part of the Package

- PioneerRx
- PrimeRX
- Liberty
- Rx30

Employee Communication

- Project Management
- Chat Application
- Document Management



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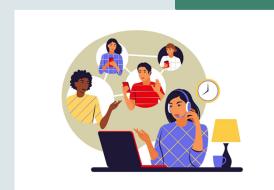
Project Management

- Delegate tasks to teams and individuals
- Members can comment on tasks
- Tracking deadlines



Chat Application

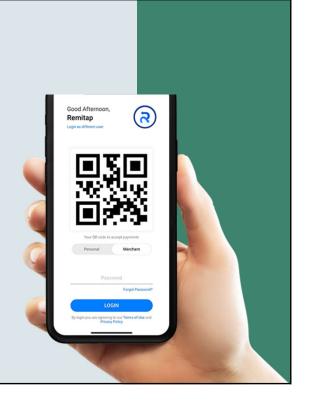
- Mobile and desktop friendly
- HIPAA compliant



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Mobile Applications

- Patient Rx refill
- Delivery mobile applications



Marketing

- Website
- Social Media
- Google Business Profile



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Budgeting for Technology

- Cash is king
- Many vendors provide lease options
- Ask about maintenance fees
- Consult an accountant before finalizing a deal
- Read the fine print

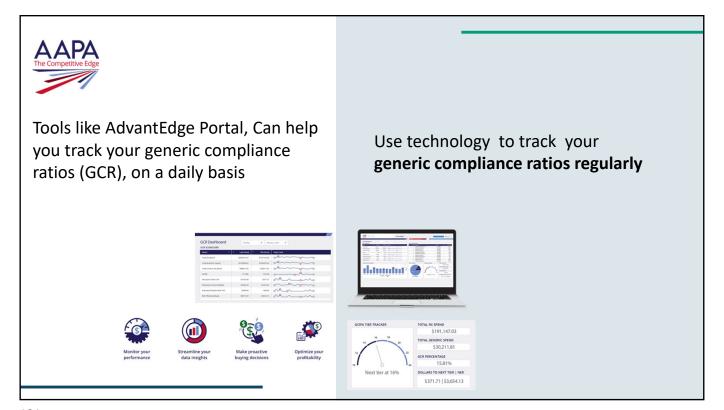


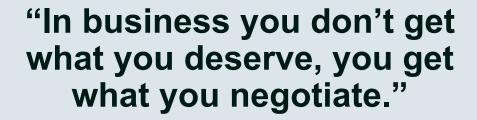
Other Technologies

- LTC
- eMAR
- EHR
- Compounding
- Remote Patient Monitoring



190





Crucial Conversations by Kerry Patterson, Joseph Grenny, Ron McMillan, and Al Switzler

192

Discover New Technology

- Trade shows offer new tools and ideas
- · See the latest tech in action
- · Gain ideas to work smarter



Don't Overdo It with Technology

- · Balance is key
- Avoid unused subscriptions
- Stay focused, avoid tech overload

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Questions?

Jonathan G. Marquess, PharmD, CDCES, FAPhA

President & CEO, The Marquess Group jmarquess@gpha.org



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Planning Your Next Step!

A look at building, leasing and remodeling

Gabe Trahan, Former Senior Director, Store Operations and Marketing, NCPA (Retired)









Gabe Trahan

Former Senior Director, Store Operations and Marketing

NCPA

SCRATCH

RX Platform

Dedicated Line Small Refrigerator

Outlets

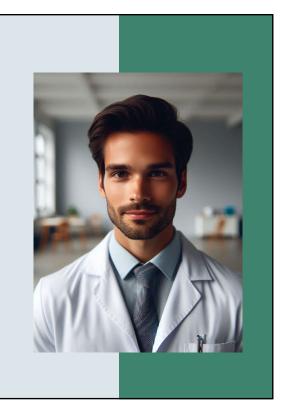
Molding

Music – Security – Electrical for Signage

Ceiling Tiles

Dishwasher

Flooring



List of rooms needed

Pharmacy size

Pharmacy size - work station

Utilities - restrooms

Drive up

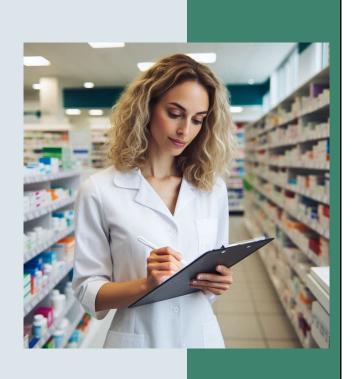
List of categories

Size of categories

Space from RX to OTC fixture

Space from entrance to first fixture

Number of fixtures needed



200

Remodel

\$73,000.00 or \$25,000.00?

108 Oak Park Drive Upfit BUDGET --

- Demo interior walls, minus front office, reception area, restrooms, and IT Closet.
- Build new wall at reception for relocated double doors.
- Build new wall in rear with relocated door for designated breakroom space.
- Extend all walls at reception up to bottom of roof deck and install mesh screening for
- Demo and replace all flooring. Minus restrooms and IT Closet. We include a \$6.00 per square foot Allowance for material and install of LVT. Install new vinyl base throughout.
- Replace PLAM countertop at Breakroom with new PLAM countertop.
- \$7,500 Allowance for reworking electrical and new electrical.
- Install security film on all exterior windows. Paint all walls new and old.
- Install ADA vertical grab hars in restrooms
- Relocate Built-in Bookca

Thank you again for selecting Ma

to be performed during normal b

don't hesitate to contact me.

Replace damaged or dirt Estimated Cost of \$25,000.00 to do the following work:

- 1. Tear out walls as discussed
- Repaint walls
- 3. New LVP floor covering
- **Permits**
- 5. Dumpster
- 6. Electrical

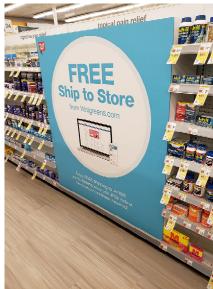


201

Sincerely,

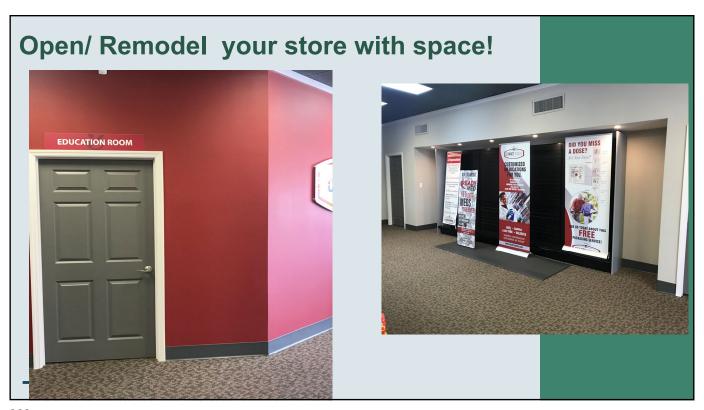
- Entrance
- Front of RX
- · Between fixtures
- · Between end-caps
- Pain and Cough & cold aisles
- Digestive and vitamins aisles
- Display assembled DME
- · Lift Chairs (cash)
- Waiting area
- Consulting / vaccine rooms



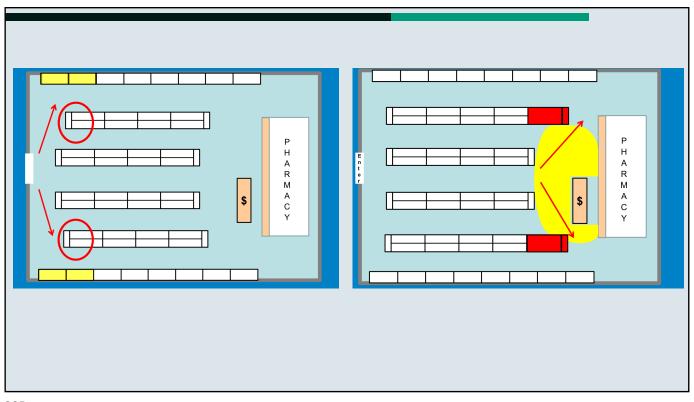




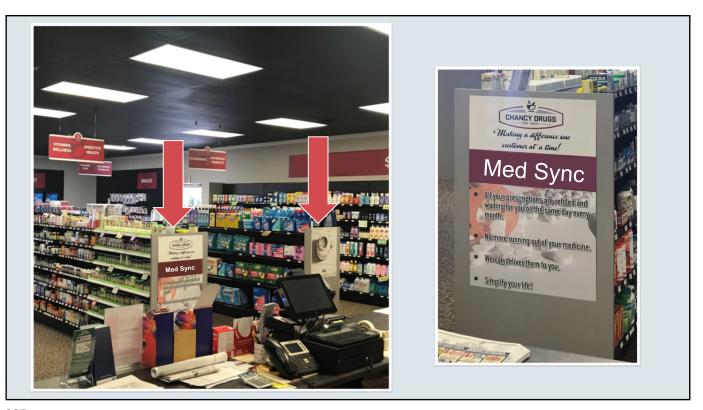


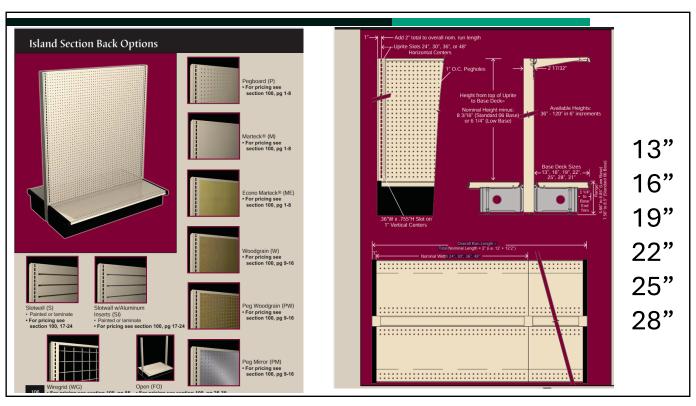








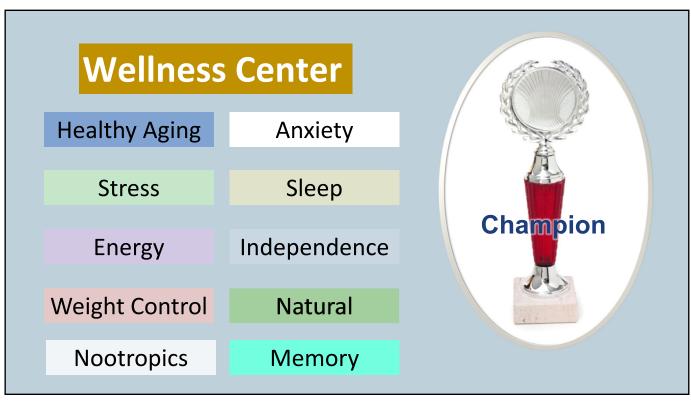




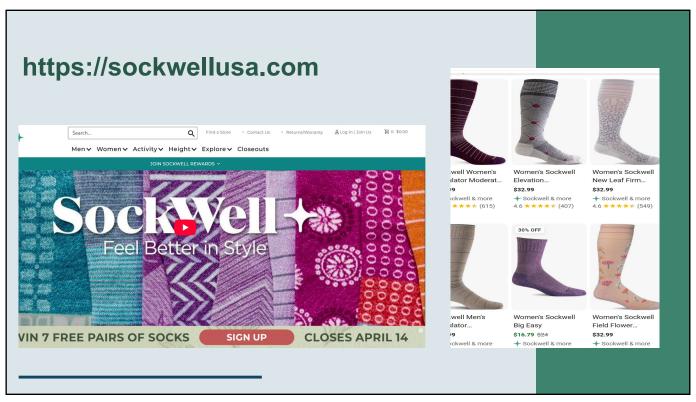
Things to ask:

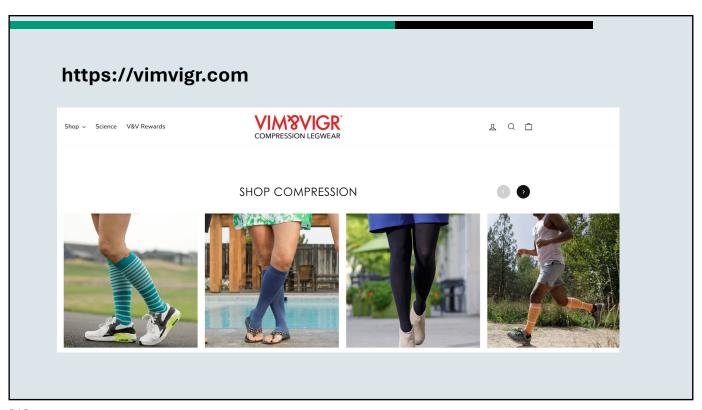
- •What is your OTC cost at?
- •What retail price zone is your OTC at?
- Is the OTC inventory I see today typical of what your normally carry?
- How often and how do you implement price changes and how often?

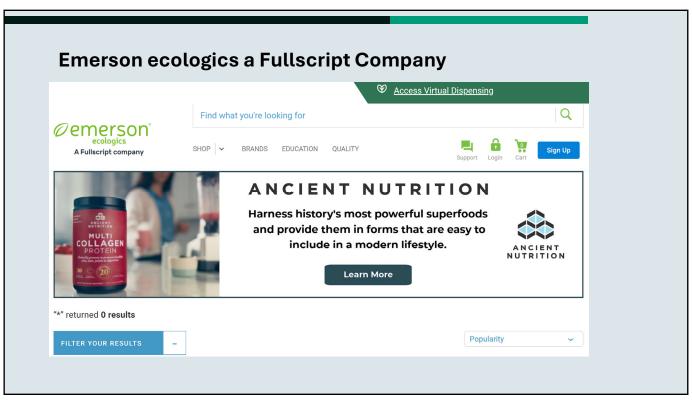


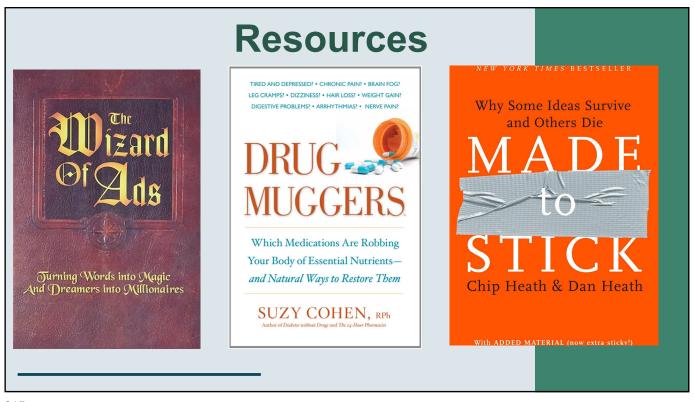




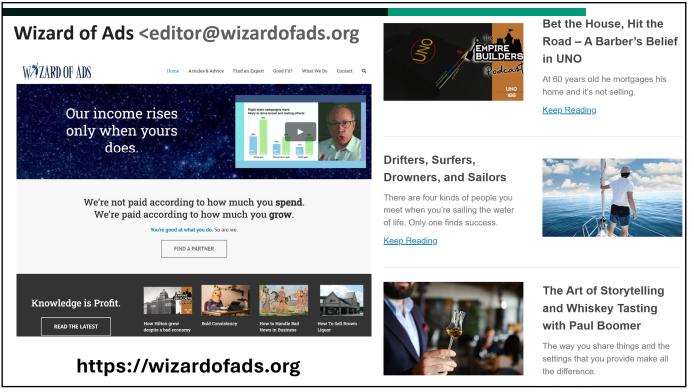












The Marketing Trap Every Small Business Falls For

A recent report describes the
'damage, not deliverance" that
results from over-reliance on digital
advertising.

Nike fell for it and flopped hard. Here's what to know.

Keep Reading

How to Handle Bad News in Business

Just because your door is open, doesn't mean you're approachable.

Keep Reading



Public Service Advertising Done Right

It's really hard to educate the consumer, but they made a dull subject sparkle.

Keep Reading



You never forget your first real coach

They'll either help you grow or reinforce the belief that coaching is just a fancy word for pressure.

Keep Reading



How To Sell Brown Liquor

How does Nick, a non-marketer, get people making road trips to line up before the store opens?

Keep Reading

Bold Consistency

Both birth feeders and ad campaigns will typically fail to attract their intended targets for similar reasons.

Keep Reading



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The Monday Morning Memo

Sales Activation within a Relational Ad Campaign

Last week I spent 11 hours with 4 people who came to Austin. One of them owned a large company. The other 3 were his key people. They told Jacob, the president of Wizard of Ads, that they have long admired the 1-800-GOT-JUNK ad campaign, so they decided they would "track down the writer who so wonderfully captured the spirit of Brian Scudamore." They asked Jacob what it would take to meet with me for a day.

Obviously, I was flattered.

Jacob was careful to make sure that they were not Brian's competitors, then he set them up with a day to meet with us.

It was a very pleasant day.

A number of you commented about the little chunklets of 1-800-GOT-JUNK ads that I used as examples of Magical Thinking and Magical Realism in the audio version of the Monday Morning Memo two weeks ago. So I decided to give you a sneak peek of 4 new ads that you will be hearing on the radio across the U.S., Canada, and Australia several weeks from now. – RHW

Doc

EMAIL NEWSLETTER

Sign up to receive the Monday Morni Memo in your inbox!

Your Email Address

Download the PDF "Dictionary of the

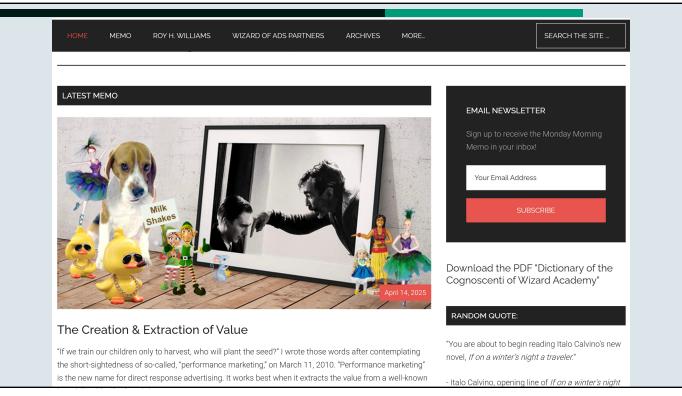
Cognoscenti of Wizard Academy"

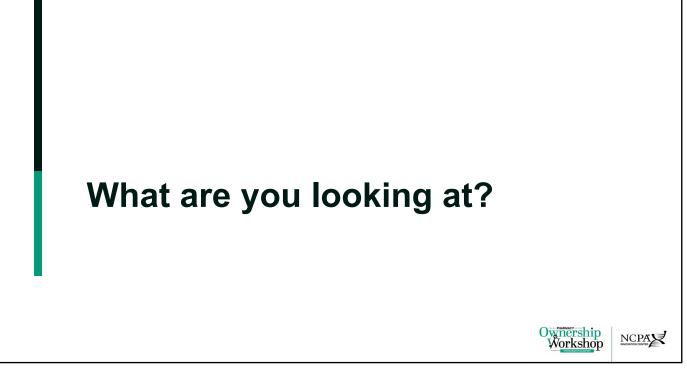
RANDOM QUOTE:

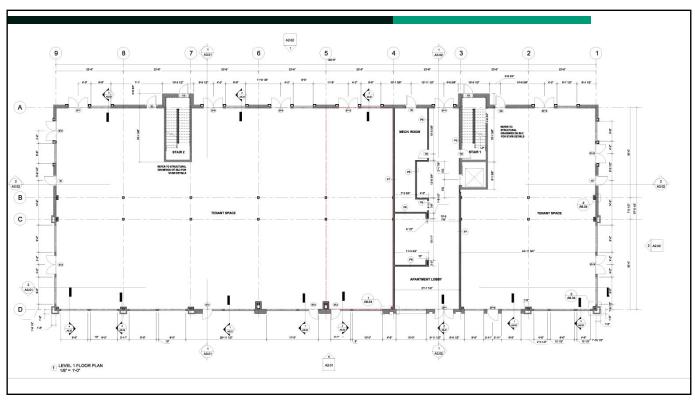
"Intensity of effort is the seed of passion."

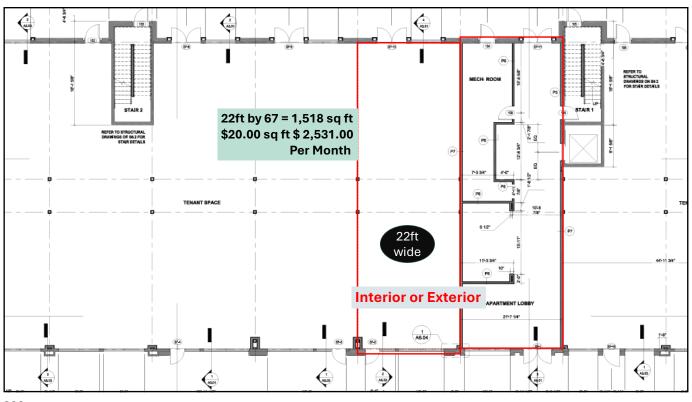
- Roy H. Williams

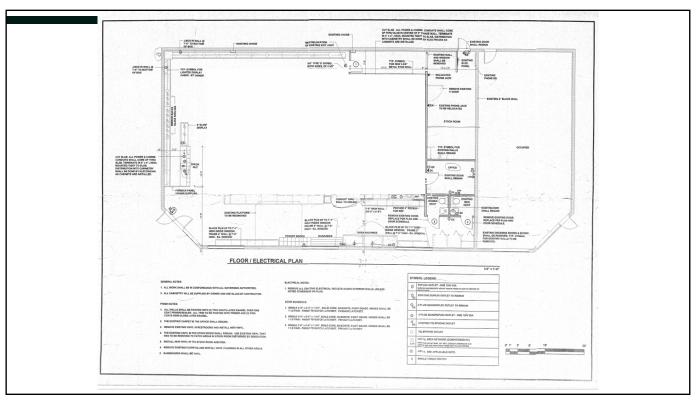
THE WIZARD TRILOGY

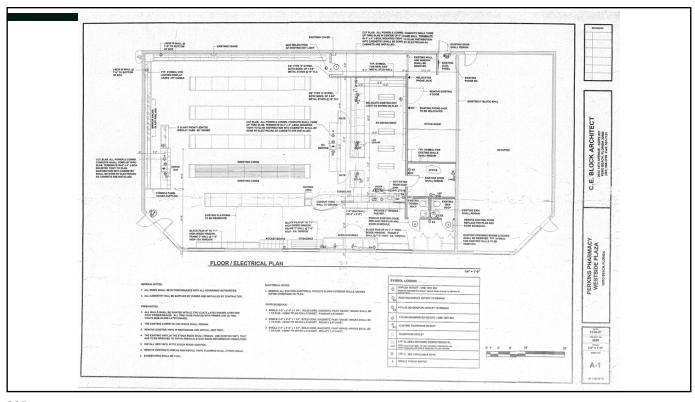


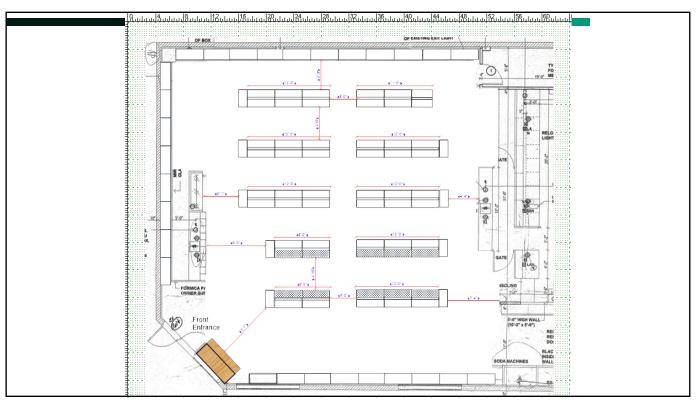


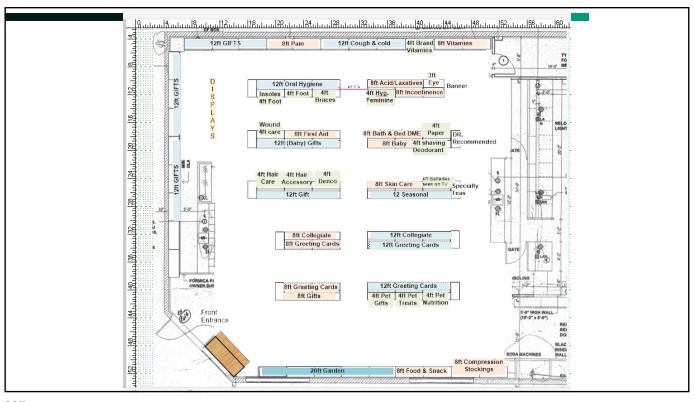




















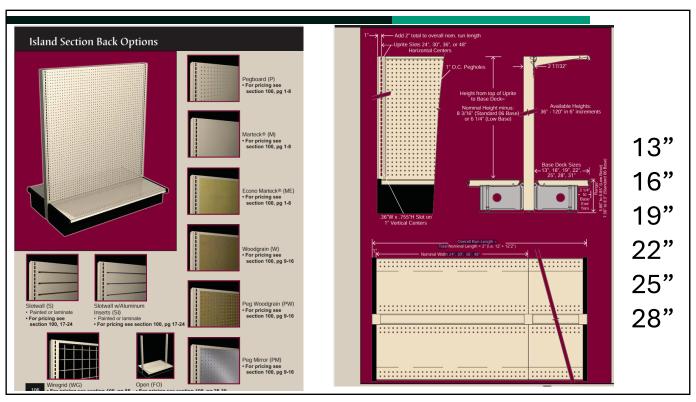
Uni Web

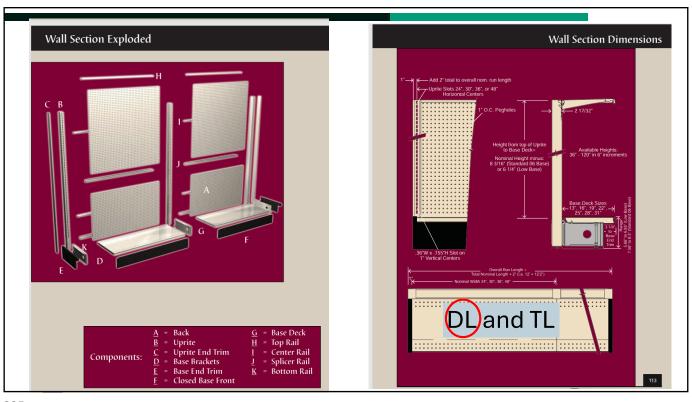


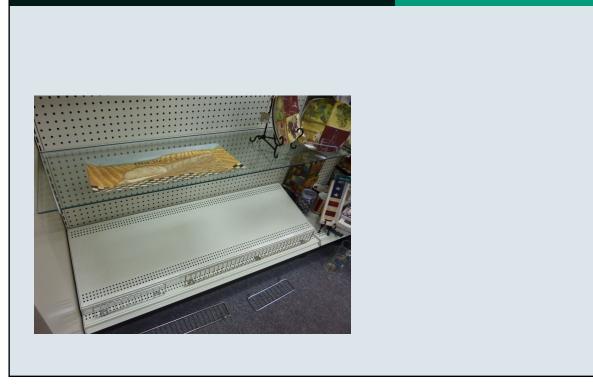












"We have noticed that the store looks a lot brighter and larger in size!!"















RX UNDERCOUNTER UNITS

- 24"W x 24"D x 38"H
- Welded steel construction
- Recessed black plastic door and drawer pulls
- All have electrical access knockouts and 3"H recessed base
- Rx Countertops are fastened to cabinets from underside, order separately
- Finished Undercounter Unit is 39"H



Beware!

Our customers don't ...

Like that we are open on Sunday.

Our customers don't buy that kind of stuff.

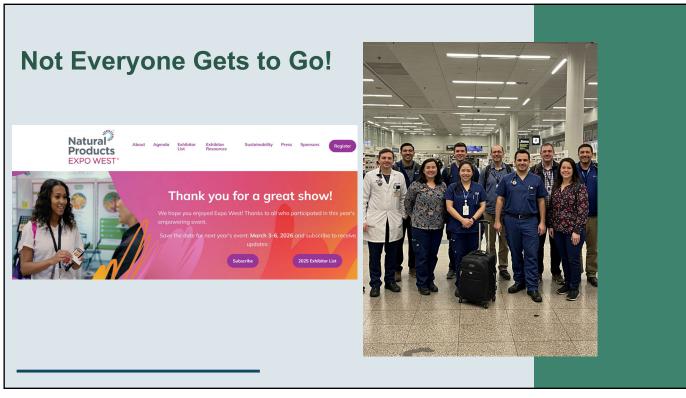
I think Patricia is stealing.

Jim doesn't like you.

I don't mind coming in before the store is open to do some cleaning. You don't have to be here.

Would you mind if I take charge of taking out the trash? Too many people are doing it wrong?





Becoming an informed buyer!

Is Freight Free only for an opening order?

Is the free display being shipped freight free?

What is the minimum order to qualify for free freight?

If a portion of my order is on your backorder list, does my adjusted order ship for free?

Free racks or displays are never really Free!

Is the cost of free freight being offset by free goods at wholesale or retail?

Is the Discount only for opening order?

Do you have a "MAP" policy, if so, do you enforce it? (Minimum Advertised Price)

Please give me your contact information along with company headquarters.

MSRP can be deceiving. (Manufacturers Suggested Retail Price.)

What is your return policy?

Who sells the most of this product and how?

Do you retail on the web, and if so, what kind of deals are you offering?

If you are promoting a buy one get one free retail deal, is the 2nd one at no cost to me?

Will you help in dealing with slow moving or outdated product?

REMEMBER THERE IS NO SUCH THING AS FREE PRODUCT IF IT SITS ON YOUR SHELF!



Questions?

Gabe Trahan

Former Senior Director, Store Operations and Marketing, NCPA gabetrahan@gmail.com