

SCOTT D. MILLER, CPA/ABV

EXECUTIVE SUMMARY

Scott Miller is a nationally recognized authority on valuation and transition planning for owners of closely held businesses. He is an entrepreneur and thought leader with an extensive history of senior level industry experience and significant equity ownership in his employers. His publications have been offered by numerous professional organizations and he is a frequent speaker for national audiences. He has successfully worked with hundreds of businesses throughout the country on strategic transition planning. He has freely given substantial voluntary time to several organizational Boards and Committees, most often in senior leadership positions.

He is the retired founder and president of Enterprise Services, Inc. (ESI) which is highly focused on ESOP valuations and valuations for tax-oriented applications. Mr. Miller is dedicated to Continuing Education (CE) and lifelong learning. ESI is a distinguished business valuation team doing regulatory complex ESOPs nationally.

EDUCATION

- Master of Business Administration (MBA), Cornell University, Johnson Graduate School of Management, Ithaca, New York.
- Bachelor of Arts (BA), Kenyon College, Gambier, Ohio. Graduated with distinction. Played NCAA Lacrosse and Football.

PROFESSIONAL ACCREDITATIONS AND LICENSES

- Certified Public Accountant (CPA), State of Wisconsin.
- Accredited in Business Valuation (ABV), by the American Institute of Certified Public Accountants.
- Personal Financial Specialist (PFS), by the American Institute of Certified Public Accountants.
- Certified Exit Planning Advisor (CEPA), by the Exit Planning Institute.
- Series 7 Securities License, by Financial Industry Regulatory Authority (FINRA).
- Series 79 Investment Banking License, by Financial Industry Regulatory Authority (FINRA).

WORK EXPERIENCE

Mr. Miller is the retired former President and founder of ESI; which is a nationally respected consulting firm specializing in valuation and ownership transition services to owners of closely held companies. ESI has substantial expertise with transition alternatives involving management and employees, often with the use of an Employee Stock Ownership Plan and Trust (ESOP). ESI has been instrumental in over 500 different ESOP and management buyout assignments with companies in over 40 states. The clients range in size from \$1 billion in sales with multiple locations to less than 20 employees and a single office.

Before founding ESI, Mr. Miller served as both an officer and owner in several closely held companies. At Kelch Corporation he served as the Vice President Finance, ESOP Trustee and

Board member of this major manufacturer with +450 employees. During his tenure, he was instrumental in helping the firm attain world class manufacturing expertise and establishing critical supplier relationships with Briggs and Stratton, Honda and John Deere in their lawn and garden divisions. Kelch was also the global leader in the manufacture of tooling for the rotational molding industry. Previously he was the co-owner and Board member of a large material handling company (Yale lift trucks), and an officer, Owner and Board member in a performance boat manufacturing company. He worked in a national public accounting firm while obtaining his CPA following graduation from college.

BOOKS - AUTHORED FOR NATIONAL PUBLISHERS

American Institute of Certified Public Accountants (AICPA)

- Navigating Mergers and Acquisitions: Guidance for Small and Midsize Organizations. Book published by AICPA in 2013.
- ESOPs, Savvy Strategy for Tax Management, Succession, and Continuity. Book published by AICPA, 2012.
- Advisor's Guide to Merger's Acquisitions, and Sales of Closely Held Businesses, Advanced Case Analysis. Book published by AICPA, 2008.
- Buying and Selling Businesses: The CPAs Role. Book published in 2008 and has been a national Best Seller. The book is also offered as one day seminar for AICPA national tax curriculum.
- Mergers, Acquisitions and Sales of Closely Held Businesses: Advanced Case Analysis. Book published by AICPA in 2004 and offered as a one-day seminar for AICPA national tax curriculum.
- ESOPs: The Sleeping Beauty for Closely Held Companies. Book published in 2002 and offered as a one-day seminar for AICPA national tax curriculum.

John Wiley and Sons

- Buyouts, Success for Owners, Management, PEGs, Families, ESOPs and Mergers & Acquisitions. Book published 2012.

Business Valuation Resources (BVR)

- BVR's Guide to Healthcare Valuation. Contributed and authored the Chapter titled "Deal Structure and Tax Considerations in Asset and Stock Based Transactions," for the above book published 2008.

SENIOR LEVEL VOLUNTEER EXPERIENCE AND VALUATION INDUSTRY SERVICE

Mr. Miller has given freely of his time to support professional and industry organizations at both the Board level and in committees. Most often his volunteer work is at the senior management level.

American Institute of Certified Public Accountants (AICPA)

- Appointed to the Forensic and Valuation Services Executive Committee (FVSEC) of the AICPA effective October 1, 2013. This is the highest-ranking committee in the valuation discipline and reports directly to the AICPA Board of Directors.

- Mr. Miller was invited to join this committee bringing nationally recognized expertise in ESOPs. He was instrumental in helping the AICPA draft a successful response to the Department of Labor's (DOL) proposed regulation naming business appraisers as ESOP Trustees. He worked with the General Counsel of the AICPA and the AICPA liaison office in Washington, D.C. to help formulate the strategy against the DOL.
- He recently was a major co-author on the AICPA taskforce writing a White Paper titled: Valuation and Transactional Issues Associated with Employee Stock Ownership Plans, released in 2013.
- He has worked with the AICPA continuing education group study team since 1994 in the area of business valuations and taxes. First with the development and instruction of the eight-day program in valuation leading to the Certificate of Education Achievement (CEA); he taught five of the eight courses nationally (detailed later). He is an instructor for the ABV curriculum and authored a seminar on ESOP valuations.
- As a member of the AICPA Consulting Services Team, he was active in the ABV (Accredited in Business Valuation professional credential) Review Course materials during 1998-99.
- He worked with the group study team previously in Dallas, Texas on course development leading to three additional full day seminars on (1) ESOPs; (2) Mergers and Acquisitions (case study with a detailed chapter on valuations); and (3) Buying and Selling Businesses the CPAs Role; a best-selling publication. As a national instructor his evaluations were consistently in the range of 4.7 to 4.9 (out of five).
- He has authored three major articles featured in the Journal of Accountancy (the flagship publication of the AICPA with a paid subscription of over 400,000). "The ESOP Exit Strategy" was published in the March, 2010 issue; and "Plan Now for Inside Buyouts" was published in October 2012 and "Succession Planning and CPAs Golden Opportunity" was published in October 2015.
- His best-selling AICPA publication on "Buying and Selling Businesses the CPAs Role" was offered as an AICPA video production in 2008; he served as the moderator for the 2-hour production.

National Association of Certified Valuators and Analysts (NACVA)

- Mr. Miller was nationally elected and a founding member of the NACVA Education Board. He was part of the Board responsible for valuation curriculum development and training.
- Nationally appointed to the NACVA Valuation, Education and Credentialing Board.
- Nationally appointed and Chairman of the NACVA Government Valuation Accrediting Board based on his expansive knowledge of IRS and DOL valuation regulations.
- Co-founder, Board member and the first President of the NACVA Wisconsin Chapter in 2000. Under his leadership the Chapter has become one of the strongest business valuation state chapters nationally with an annual full day conference that sets percentage attendance records for CVAs and ABVs; generates positive cash flow for operations and sponsors nationally recognized valuation thought leaders for presentations. Wisconsin is one of the few Chapters to earn this designation. The state chapter is noteworthy nationally for forging a strategic relationship beginning in 2000 with the WICPA (Wisconsin Institute of CPAs) regarding sponsorship and other synergies.
- Mr. Miller has contributed numerous seminars and webcasts to the business valuation curriculum. He was awarded the "Instructor of Great Distinction" 10 straight years (1997-2006) as part of the development team for the course "Current Update in Valuations." He was no longer eligible for the award after 2006.

- Mr. Miller drafted the NACVA position paper for approval by the Executive Advisory Board with the response to the DOL proposed regulation making appraisers fiduciaries for ESOP valuations in 2010.

Wisconsin Institute of Certified Public Accountants (WICPA)

- Nominated and appointed to the WICPA Board of Directors for 2014 for a three-year term of office. He worked on the WICPA Competency Enhancement Task Force in collaboration with the AICPA in refining national competency based professional continuing education.
 - Mr. Miller made significant contributions to the WICPA working with the AICPA to institute the most recent development nationally on providing state-of-art continuing education for CPA professionals.
- Recognized by WICPA in 2012 with the “*Hall of Fame Business and Industry Award*” for contributions to professional literature (books and seminars), speaking and volunteer work.
- Mr. Miller was the Chairman of the CPAs in Industry Breakfast Committee and during his tenure attendance tripled with an emphasis on qualifying interesting and professional speakers. He served from 1991-1994.
- He was the Chairman of the CPA’s in Industry Committee and worked to sponsor the first ever full day Conference; which has since become the second largest attendance program by WICPA. He served from 1994-1996. He successfully led the development of the WICPA speaker’s bureau.

Exit Planning Institute (EPI)

- Appointed to the EPI Board in 2013 for contributions to curriculum, strategic direction and also served as the co-founder and Chairman for the Chicago Chapter of the EPI; he was also a co-founder of the Wisconsin Chapter of EPI.
- As a member of the Program Development Committee he has refined several sections of the full week training program leading to the Certified Exit Planning Advisor (CEPA) designation. He developed the highly regarded case study presentation on valuations and is one of highest rated speakers.

The ESOP Association (TEA)

- Appointed to TEA Board of Governors in 2014 for a three-year term; and was reappointed for an additional three- year term.
- Appointed as a Trustee to the Employee Ownership Foundation, an affiliate of TEA dedicated to providing research opportunities for scholars studying employee ownership.
- Co-founded and served as the first President of the Wisconsin ESOP Association in 1987. The Chapter soon became one of the first state Chapters for The ESOP Association.
- Member of the Valuation Advisory Committee (VAC), he has provided complete minutes for the Committee since 2000; previous to that date minutes and records were rarely maintained. In 2013 he attained the emeritus status as a permanent member of the VAC.
 - He chaired the subcommittee to work with the AICPA on a definition of “fair value” in an ESOP application; this successful appointment was instrumental in having the AICPA adopt a definition of fair value that is consistent with ESOP valuations.
 - He served on the subcommittee that drafted the revised valuation definition of “adequate consideration” for the DOL, and also served as the liaison between TEA

and the AICPA Forensics and Valuation Services Executive Committee on this important initiative.

- Frequent speaker and sponsor to TEA programs.
- Annual contributor to The ESOP Association PAC.

National Center for Employee Ownership (NCEO)

- Consistent supporter and sponsor of NCEO conferences and learning events. Frequent speaker and contributor of educational materials.
- Supported research initiatives on a number of important topics to the ESOP community including the watershed study on Leveraged ESOP Debt Default Rates 2009-2013 (Study). This study was a landmark focus on the low default rates of leveraged ESOP installations during one of the worst recessions.
- Frequent speaker and sponsor to NCEO programs.

PUBLICATIONS – MAJOR ARTICLES WRITTEN FOR PROFESSIONAL JOURNALS

The following articles have been published in both national or state professional journals and periodicals. These articles represent major publication; many shorter articles are not listed.

- *“Succession Planning and CPAs Golden Opportunity,”* Journal of Accountancy, Flagship publication of the American Institute of Certified Public Accountants, October, 2015.
- *“Department of Labor Fiduciary Process Agreement,”* FVS Consulting Digest, Flagship publication for the American Institute of Certified Public Accountants Valuation credential, January, 2015.
- *“Plan Now for Inside Buyouts,”* Journal of Accountancy, Flagship publication of the American Institute of Certified Public Accountants, October 2012.
- *“DOL Proposed Regulation: Definition of Fiduciary to Include ESOP Appraisers,”* Valuation Strategies, Publication of Thompson Reuters, September/October 2011.
- *“The ESOP Exit Strategy,”* Journal of Accountancy, Flagship publication of the American Institute of Certified Public Accountants, March 2010.
- *“Speaking Tips for AICPA Instructors,”* AICPA Business Valuation Curriculum, Publication of the American Institute of Certified Public Accountants, 1996.

EXPERT COURT TESTIMONY

Mr. Miller has testified as an expert in a number of Federal and District courts. His extensive contribution to intellectual capital in valuations and ESOP fiduciary obligations qualifies him as one of only a limited number of authorities at this level.

SPEAKING – PRESENTATIONS FOR NATIONAL ORGANIZATIONS

Mr. Miller is a consistently highly rated member of the national instructional faculties in business valuations and taxes for both the American Institute of Certified Public Accountants (AICPA) in over 30 state CPA Societies, the National Association of Certified Valuation Analysts (NACVA) and the Exit Planning Institute. He is an award-winning speaker for NACVA, and is frequently invited to speak for several other national associations.

United States Department of Labor

- ESOP Valuations. One day seminar authored for the United States Department of Labor and presented at the Kansas City, Missouri office, 2004. Mr. Miller is the author.

AICPA Business Valuation Seminars

- Introduction to Business Valuation (IBV). One day seminar first in 2010.
- Business Valuation – A Real World Case Study (BVRL). One day seminar first taught in 2008.
- Valuing ESOP Companies (BVA-ESOP). Mr. Miller's book and one day seminar, part of the national advanced business valuation curriculum and first taught in 2000.
- Small Business Valuation Case Study BVA-SBCS. One day seminar, part of the national advanced business valuation curriculum, and first taught in 2000.
- Advanced Analysis of Discounts and Premiums (BVA-ADP). One day seminar, part of the national advanced business valuation curriculum, and first taught in 1997.
- Rates of Return: Development, Analysis and Application (BVA-ROR). One day seminar, part of the national advanced business valuation curriculum, and first taught in 1997.
- Introduction to the Valuation of Business and Professional Practices (NBV1). First day of eight-part series in the national program, Certificate of Education Achievement (CEA1), and first taught in 1996.
- An Engagement Approach to Researching, Evaluating and Understanding the Company (NBV2). Second day of eight-part series in the national program, Certificate of Educational Achievement (CEA1), and first taught in 1999.
- Special Issues in Business Valuation (NBV5). Fifth day of the eight-part series in the national program, Certificate of Education Achievement (CEA1), and first taught in 1995.
- Valuations and Transfers: Case Study (NBV6). Sixth day of the eight-part series in the national program, Certificate of Education Achievement (CEA1), and first taught in 1998.

AICPA Tax and Consulting Seminars

- Buying and Selling Businesses: The CPAs Role. Mr. Miller's book and one day seminar, part of the national tax curriculum first taught in 2008.
- Mergers, Acquisitions and Sales of Closely Held Businesses: Advanced Case Analysis. Mr. Miller's book and one day seminar, part of the national tax curriculum first taught in 2004.
- ESOPs: The Sleeping Beauty for Closely Held Companies (ESB). Mr. Miller's book and one day seminar, part of the national tax curriculum and first taught in 2002.
- Corporate Mergers and Acquisitions (CT-CMA). One day seminar, part of the national tax curriculum and first taught in 2002.
- Tax Consequences of the Purchase and Sale of a Business (PSB). One day seminar, part of the national tax curriculum and first taught in 2001.
- Best Strategies for Successful Small Business Transfers (TA-TB). One day seminar, part of the national tax curriculum and taught in 2001.
- Disposition of Small Business Interests (TA-DBI). One day seminar, part of the national tax curriculum and first taught in 2001.
- Building Relations with Debt/Equity Partners (TM-DE). One day seminar, part of the national consulting curriculum and first taught in 2001.

NACVA Business Valuation and Tax Seminars

The NACVA seminars have been presented as part of their national Career Development Institutes, Business Valuation and Certification Training Centers or the Annual Conference.

- Current Update in Valuations. One day seminar, part of the national curriculum required for maintaining the professional CVA designation, and first taught in 2000. Mr. Miller co-authored this seminar.
- Introduction to ESOPs. Half-day seminar offered nationally at Career Development Institutes, and first taught in 1995. Mr. Miller is the author.
- The Mechanics of Buying and Selling Companies. Half-day seminar offered nationally at Career Development Institutes, and first taught in 2000. Mr. Miller is the author.
- Valuation Reports: Writing, Reviewing and Ethical Issues. One day seminar, part of the national curriculum required for maintaining the professional CVA designation, and first taught in 1997. Mr. Miller co-authored this seminar.
- Business Valuations - Fundamentals, Techniques and Theory. Two-day seminar, part of the national curriculum required for attaining the CVA business valuation designation, and first taught in 1996.
- Business Valuations - Case Analysis. One day seminar, part of the national curriculum required for attaining the CVA business valuation designation, and first taught in 1996.

The ESOP Association National Conferences

Mr. Miller was a frequent speaker and panel member to annual national conferences in Las Vegas and Washington, D.C. Individual presentations are not listed.

National Center for Employee Ownership National Conferences

Mr. Miller is a frequent speaker and panel member to annual national conferences located at marquee venues across the country. Individual presentations are not listed.

Exit Planning Institute (EPI)

- Valuation Fundamentals and Business Valuation Case Study. Presentations at National Certification Program in Chicago, Illinois and other locations 2007 to present.
- ESOPs. Presentations at the National Certification Program in Chicago, Illinois and other locations 2010 to present.