

Certified Public Accountants



November 8, 2013

Veterinary Practice Appraisal

Given the recent economic turbulence that veterinary practice owners, and the veterinary industry in general, have been experiencing, the time is ideal for a Veterinary Practice Appraisal.

We believe assessing the value of your business is important for several reasons:

1. This will assist you in maximizing your current cash flow and practice value. During this economic slide, revenue and profits have been negatively affected. So too has the value of your practice. Establishing a current "benchmark" will help as you try to improve these numbers over the coming years.
2. The veterinary practice market has changed dramatically over the last few years. Risk has increased, financing has grown tighter, buyers are paying less. Getting a handle on how these factors have affected your practice value is crucial.
3. If a practice sale or a partial practice sale/associate buy-in is a possibility in the near future, a current appraisal will allow you to plan accordingly.
4. Useful for estate, financial, or other planning purposes. Presumably, your veterinary practice is a large portion of your net worth. Knowing what this large asset is currently worth will help you and your financial advisors put a proper plan in place.
5. Curiosity.

Our goal is to make the appraisal process as painless as possible. We also strive to make the process educational. Explaining what comprises value, and how to improve the value of your practice is one of the central goals of the process.

A valuation report, as well as detailed recommendations on how to improve cash flow and value, will be included with the assessment of value.

Gatto McFerson, CPAs, is **Accredited in Business Valuations (ABV) by the American Institute of Certified Public Accountants (AICPA)**. This is an accreditation that is rare amongst consultants or appraisers in the veterinary industry.

Please feel free to contact us if you would like to discuss this further.

528 Arizona Ave, Ste 201 Santa Monica, CA 90401
310-393-2434 Fax: 310-393-8777
tom@gattomcferson.com
www.gattomcferson.com



Caring for your Veterinary Practice Beyond Numbers

VETERINARY PRACTICE APPRAISAL QUESTIONNAIRE

1. Name of Business: _____
Address: _____
DBA: _____
Telephone Number: _____ FAX Number: _____
E-mail Address: _____ Website Address: _____

2. Has this practice been valued before? Yes ____ No ____ When? _____
A. By Who? _____

3. What is the fiscal year-end of the practice? _____

4. What is the method of accounting for book purposes? Cash _____ Accrual _____

5. What is the method of accounting for tax purposes? Cash _____ Accrual _____

6. Type of Entity: "C" Corporation _____ Partnership _____

LLC _____ Individual _____

"S" Corporation _____ Proprietorship _____

Date Entity Created _____ State Jurisdiction _____

7. If Sole Proprietor, Name of Owner _____

If Partnership or LLC, names of partners/members and percentage owned:

| <u>NAME</u> | <u>% OWNED</u> |
|-------------|----------------|
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |



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If Corporation, names of shareholders and number of shares owned:

| Name | # of Shares |
|-------|-------------|
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |

| Corporation Directors and Officers: | Position Held |
|-------------------------------------|---------------|
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |

8. Date practice was founded: _____ Date current owner(s) purchased, if different: _____

9. Name of practice's attorney: _____

Address: _____

Telephone Number: _____ FAX Number _____

E-mail: _____ Website Address: _____

10. Name of practice's independent accountant: _____

Address: _____

Telephone Number: _____ FAX Number # _____

E-mail: _____ Website Address: _____

11. What percent of the practice's revenue comes from the following species?

| | | |
|------------------------|-------------------|-----------------------------|
| Canine _____ | Feline _____ | Exotics _____ (List Please) |
| Avian _____ | Pocket Pets _____ | _____ |
| Bovine _____ | Equine _____ | _____ |
| Other _____ (Describe) | _____ | _____ |

12. Description of practice's physical facility:

A. Own _____ Rent _____

B. Describe the type and nature of the building the practice occupies:

Date Built: _____ Date of last renovation: _____

Number of Parking Spots _____ Size of Lot: _____



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- C. If the building is **owned**, please provide current fair market value and how derived. If per appraisal from a real estate appraiser, please attach a copy of the appraisal. If appraisal is pending at this time, please so state and request that when the appraisal is prepared that it provide, in addition to the current fair market value, a fair market value rental for the space used currently and for the past five years.

D. Total square footage: _____

E. Number of exam rooms: _____

F. Number of runs: - Indoor: _____ Outdoor: _____

G. Number of boarding cages: _____ Breakdown of Sq. Footage

H. Please indicate which of the following are in your premises, the number which exist, and their respective size:

| (SF) | Number | Size |
|--------------------------|--------|------|
| 1. Reception Area | _____ | |
| 2. Exam Rooms | _____ | |
| 3. Treatment Area | _____ | |
| 4. Surgery | _____ | |
| 5. X-Ray Room | _____ | |
| 6. Pharmacy | _____ | |
| 7. Lab | _____ | |
| 8. Wards | _____ | |
| 9. Bathing Area | _____ | |
| 10. Grooming Area | _____ | |
| 11. Dog Runs - Indoor | _____ | |
| Outdoor | _____ | |
| 12. Kennels for Boarding | _____ | |
| 13. Office Area | _____ | |
| 14. Storage Area | _____ | |



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15. Food Preparation Room _____

16. Living Quarters _____

Total SF _____

I. Are living quarters present in the facility? Yes _____ No _____

J. Is any portion of the premises subleased or leased? If so, please attach a copy of the lease.

K. Does your hospital adhere to OSHA requirements? Yes _____ No _____

L. What type of septic system does the hospital have?

M. What type of medical waste disposal is utilized?

13. Describe the nature of the veterinary services you provide:

14. Does your hospital provide?

| | | | |
|--------------------|-------|---------------------|-------|
| Ultrasound | _____ | Digital Radiography | _____ |
| Endoscopy | _____ | Dental X-Ray | _____ |
| In-house CBC/Blood | _____ | Last Surgery | _____ |
| Chemistries | _____ | Boarding | _____ |
| Physical Therapy | _____ | Grooming | _____ |

Please list days and hours hospital and boarding area are open to the public for service:

| | Hospital Hours | Boarding Hours |
|------|----------------|----------------|
| Mon: | _____ | _____ |
| Tue: | _____ | _____ |
| Wed: | _____ | _____ |
| Thu: | _____ | _____ |
| Fri: | _____ | _____ |
| Sat: | _____ | _____ |
| Sun: | _____ | _____ |

Do you provide night service? _____



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Please describe the scope and nature of your night service.

Who takes your emergency calls?

Do you make house calls?

15. Date of last fee increase? _____ %

16. A. Approximate number of active (Two Years) patients _____

B. Average number of patients seen per day: _____ Per DVM: _____

Average transaction charge by Doctor 1. _____ 2. _____

3. _____ 4. _____

C. Number of new patients per year - this year: _____ %

- last year: _____ %

| 17. Staff: | Full Time | Part Time |
|---------------------------|-----------|-----------|
| Number of Employees | _____ | _____ |
| Veterinarian – Owners | _____ | _____ |
| Veterinarian - Associates | _____ | _____ |
| Veterinarian – Relief | _____ | _____ |
| Animal Health Technicians | _____ | _____ |
| Medical Assistant | _____ | _____ |
| Receptionists | _____ | _____ |
| Kennel Assistants | _____ | _____ |
| Groomers | _____ | _____ |
| Maintenance | _____ | _____ |
| Practice Managers | _____ | _____ |
| Bookkeepers | _____ | _____ |
| Others | _____ | _____ |



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18. Please describe your advertising program:

Please attach copies of all marketing and advertising materials used including your hospital brochure and your yellow pages ad.

19. Marketing and Advertising

Do you utilize the following marketing methods?

| | | |
|--------------------|-----------|----------|
| Direct Mail | Yes _____ | No _____ |
| Client Surveys | Yes _____ | No _____ |
| Focus Groups | Yes _____ | No _____ |
| Thank You Letters | Yes _____ | No _____ |
| Referrals Programs | Yes _____ | No _____ |
| Coupons – Flyers | Yes _____ | No _____ |
| Holiday Specials | Yes _____ | No _____ |

Please indicate your annual advertising budget: _____

20. Please list approximate number of hours spent by each principal in each category:

| | Dr. | | Dr. | | Dr. | | Dr. | |
|------|--------------------|------------------|--------------------|------------------|--------------------|------------------|--------------------|------------------|
| | Receiving Patients | Treating Surgery | Receiving Patients | Treating Surgery | Receiving Patients | Treating Surgery | Receiving Patients | Treating Surgery |
| Mon. | | | | | | | | |
| Tue. | | | | | | | | |
| Wed. | | | | | | | | |
| Thu. | | | | | | | | |
| Fri. | | | | | | | | |
| Sat. | | | | | | | | |
| Sun. | | | | | | | | |

Length of standard appointment: 15 min _____ 20. _____ Other _____



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21. Was this practice started by the owner? Yes _____ No _____

When? _____

22. Has any portion of the practice been previously acquired from another veterinary or veterinary group? Yes _____ No _____

If so, please provide an outline as to the transactions(s) and attach all relevant contracts/agreements and closing statements and any financial information reviewed in conjunction with the transaction(s).

23. Has any portion of the practice been sold or transferred in the past to another veterinary or veterinary group? Yes _____ No _____

If so, provide an outline as to the transactions(s) and attach all relevant contracts/agreements and closing statements.

24. Is the current practice the culmination of a merger with any other veterinary practice or practitioner? Yes _____ No _____

If so, provide an outline as to the transaction(s) and attach all relevant contracts/agreements and closing statements and any financial information reviewed in conjunction with the transactions(s).

25. Have any veterinarians been added to the practice as a shareholder and/or partner? Yes _____ No _____

If so, provide an outline as to the transactions(s) and attach all relevant contracts/agreements and closing statements and any financial information pertaining to said individuals agreements as to partner or shareholder status.

26. Have any veterinarians with the status of partner and/or shareholder retired or terminated their association with the practice? If so, provide an outline as to the transaction(s) and attach all relevant contracts/agreements and financial information pertaining to this event.

27. Is the practice in compliance with all applicable OSHA regulations including current and ongoing staff education, maintenance of MSDS manuals, emergency procedure protocols and all other laws and regulations during the period described above as the current date?

Yes____ No____

28. Is the practice in compliance with all applicable federal, state, and local medical waste disposition and EPA requirements during the period described above as the current date?

Yes____ No____

29. Is the practice in compliance with all federal, state, and local tax laws and has filed all applicable federal, state, and local tax returns during the period described above as the current date?

Yes____ No____

30. Does the practice have any kind of retirement or profit sharing plan? Yes____ No____



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If yes: Please describe i.e. (401K with 4% matching)

31. Is the practice in compliance with all IRS and other federal, state, or local laws regarding retirement or profit sharing plans and has filed all applicable plan returns and has updated all plan documents to conform to the most current IRS or other regulations during the period described above and as the current date?

Yes___ No___

32. Please describe any change, happening or event that would affect the transfer of goodwill to a buyer. Examples would include significant changes in the demographics of the area, increased or decreased competition, entry of specialists into the practice, establishment of satellite facilities, etc?

33. Is there any litigation, including pending or threatened lawsuits or State Board actions?

Yes___ No___

34. Please describe all liabilities which are likely to transfer at the time of a sale- to whom the debt is owed, and what is its purpose, amount, interest rate, original term, term remaining, and monthly payment?

35. Please list your firm's closest competition:

| | <u>Name</u> | <u>Address</u> | <u># of Doctors</u> | <u>Distance Away</u> |
|----|-------------|----------------|---------------------|--------------------------|
| 1. | _____ | _____ | _____ | _____ |
| 2. | _____ | _____ | _____ | _____ |
| 3. | _____ | _____ | _____ | _____ |
| 4. | _____ | _____ | _____ | _____ |
| 5. | _____ | _____ | _____ | _____ |

Summary of Documents Needed for Practice Appraisals

The following summarizes information needed to complete a thorough valuation of a veterinary practice. If electronic versions of the information exist, please include those in addition to or in place of written versions.

A. GENERAL BUSINESS & LEGAL INFORMATION

1. Written summary including the following:
 - Background of the owner(s) of the practice, including veterinary education, number of years in private practice, other degrees or credentials, etc.
 - Chronological history of the practice including key dates or events in the practice's history.
 - Chronological history of the practice facility; including major remodeling projects or additions.
 - Overview of the community and local economy in which the practice exists.
 - Organizational chart or description of the various job categories in the practice and which staff members report to others.
2. If not a sole proprietorship, a copy of stockholder or partnership agreements.
3. Copies of any buy-sell agreements or shareholder's agreements and /or written offers to purchase or sell company stock.
4. Copies of contracts for employed veterinarians and other key personnel, including non-competition agreements.
5. Copies of employee non-compete agreements, if separate from employment contracts. If different versions exist, a copy of each version should be included.

B. FINANCIAL / TAX INFORMATION

1. Depending on the entity structure of your business: Form 1040-Schedule C (sole proprietorship), Form 1065 (partnership), Form 1120 (C corporation) or Form 1120S (S corporation) tax returns for the past 3 years, including depreciation and other supporting schedules.
2. Year-end profit and loss statements and balance sheets for the past 3 years.
3. Year-to-date profit and loss statement(s) and balance sheet(s) for the period since the last tax return.

4. An aged accounts receivable report. Please indicate the amount you expect to be uncollectible—this can be done as a percentage of the total, a dollar amount, or by highlighting individual accounts.
5. Details on all existing loans and leases of the seller, whether a potential buyer would be assuming them or not. Details include original loan date, term, interest rate, and, if a lease, buy-out information.
6. A list and description of other businesses that the practice has an ownership interest in. Examples would include a local emergency clinic or pet cemetery.
7. Copies of any practice valuations or real estate valuations done within the past five years.
8. A scored copy of the enclosed “Specific Company Risk Factors” document.
9. Copies of W-2s and 1099s for the past two years. On 1099s, please indicate what this person was paid for (relief vet, gardener, etc.)
9. Current year payroll register, showing employee name, hourly wage or salary, date of hire, wages paid year-to-date, and position.
10. An estimation of what the seller thinks it would cost to hire a veterinarian to perform his or her veterinary services (as opposed to the time spent performing management duties). In most cases this is between \$60,000 and \$100,000 depending on how many hours are worked and how much income the seller generates.
11. An estimated cost value for the hospital inventory of drugs, supplies, and pet food (if applicable).

C. KEY PERFORMANCE INDICATORS

1. Key performance indicator information by month for last three complete tax years and year-to-date for current year
 - Total revenue per month
 - Personal production for each doctor
 - ATC (total and by doctor)
 - # trans (total and by doctor)
 - # of new clients

2. Key performance indicator information by year for last three complete tax years and year-to-date for current year
 - Total revenue by category (immunizations, surgery, etc)
 - Total revenue by species
3. # of active clients (those seen within 2 years)
4. # of clients seen per day per veterinarian

D. FACILITY

1. A copy of the lease with the real estate owner. If the lease is expected to change following a sale, detailed information about the expected terms is needed whether you will be assuming them or not.
2. If our firm is to complete a valuation *without* an on-site visit, photos of the street on which the practice is located, the sign, the parking lot, and a walk through view description of every room in the building detailing furnishings and equipment is requested.