

The Family Business Succession Roadmap



Introduction



A family business isn't just a company; it's a reflection of the hard work, sacrifice, and vision that came before you. And when it's time to think about succession, the stakes are high—not just for the business but for the family itself.

At Interchange Capital Partners, we've worked with many family businesses and have seen firsthand that transitioning leadership and ownership is about more than just financial and legal planning.

Family businesses are naturally complex because they exist at the crossroads of four interchanges:



The Family: The relationships, dynamics, and shared history

The Business: The operations, strategy, and growth trajectory

The Ownership: The governance, succession, and wealth preservation aspects

These interchanges don't exist in isolation. A decision made in one area impacts the others.

Over our decades of experience, we've developed the <u>Clarity</u> <u>Foundation™</u>—a structured approach to reduce this complexity by helping family businesses gain clarity, understanding, and a path to action. This isn't about following a rigid template; it's about creating a customized road map that respects your family's unique circumstances.

In this guide, we walk you through how to apply our Clarity Foundation™ to your succession planning process. We share insights and strategies that have helped families like yours successfully transition their businesses while preserving both their financial assets and their most important relationships.

The journey of succession is complex, but with the right approach, it can strengthen your legacy for generations to come.



The Clarity Foundation[™] — The Essential First Step





Many businesses take a transaction-based approach to succession, focusing only on legal structures and tax strategies. While those are important, they don't address the root issues that can derail a transition: misalignment between stakeholders, lack of preparation, and unclear expectations.

The Clarity Foundation™ offers a different path.

USING THE THREE PILLARS TO DEVELOP A COLLECTIVE VISION

Clarity: Before jumping to solutions, we start by asking every stakeholder four key questions:

- Fast-forward three years. Looking back, what would make you say, "We did this right"?
- What risks would you have eliminated?
- What opportunities would you have captured?
- What strengths would you have built on?

These questions often lead to moments of clarity and realization—"I never knew you thought/felt that way." The answers shape a collective vision that reflects the needs of individuals, family, business, and ownership.

Understanding: Once we establish clarity, we identify knowledge gaps. Many business owners have a vision but lack the framework to turn that vision into reality. With today's technology, we can map multiple paths forward and see their potential outcomes, allowing for informed decisions rather than guesswork.

Action: This is where many families get stuck. They have a vision and knowledge but struggle with execution. We break actions into manageable 90-day sprints with clear accountability and timelines, keeping momentum without overwhelming stakeholders.



MOVING TO ACTION — THE 90-DAY SPRINT APPROACH

People tend to overestimate what they can accomplish in a short period and underestimate what they can accomplish over time. By breaking the succession process into quarterly objectives with specific tasks and responsibilities, businesses create measurable progress without losing sight of the bigger picture or overwhelming stakeholders.

And when obstacles arise—as they always do—the Clarity Foundation™ provides a framework to recalibrate and stay on course.





By starting with this foundation, family businesses create a framework that supports all subsequent succession planning work, transforming what could be a contentious process into an opportunity for greater alignment and growth.

Understanding the Landscape



— The Before Phase



THE GROWTH MINDSET

A growing business creates more options for succession. We've seen businesses where leadership transitions become contentious because there isn't enough revenue or profit to support the next generation's plans. Growth solves this problem.

At Interchange Capital Partners, we saw this firsthand in our own leadership transition. Brian developed and led a new division of the business creating engagement, ownership, and the opportunity to develop essential skills. This approach ultimately led to his current leadership role.

Creating opportunities for new leaders to take ownership before succession happens helps develop engagement, skills, and alignment.

Additionally, growth helps tackle a common challenge: families expand exponentially while businesses tend to grow linearly. Without strong growth strategies, family resources shrink over time, leading to potential conflicts.

THE PEOPLE, STRATEGY, EXECUTION, CASH FRAMEWORK

We assess business readiness through four interchanges:

People: Beyond traditional org charts, we utilize functional and process accountability charts that clarify who is responsible for what, how success is measured, and how each role impacts financial performance. This helps identify whether you have the right people in the right seats and where talent upgrades may be needed.

Strategy: A one-page strategic plan bridges your long-term vision with quarterly execution. This document outlines your core values, 25-year vision, 3-to-5-year objectives, and the specific initiatives for the coming year. Revisited quarterly, this living document keeps everyone aligned toward common goals.

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Execution: We focus on <u>developing 10 core habits throughout the organization</u>—from maintaining a healthy, aligned executive team to establishing communication rhythms that move information quickly and accurately. Each quarter, we concentrate on strengthening one habit until it becomes embedded in the company's DNA.

Cash: As the saying goes, "Revenue is vanity, profit is sanity, cash is king." Every team member must understand how their actions impact cash flow. We focus on three key metrics: net cash flow (change in bank accounts plus debt), operating cash flow (profit minus working capital), and marginal cash flow (incremental profit from additional sales).

EVALUATING STRUCTURE FOR FUTURE FLEXIBILITY

Your company and ownership structure will either enable or constrain your succession options. We often see families limited by outdated structures that weren't designed with succession in mind.

For example, one large family we worked with had established a holding company with family members as owners before forming their operating C corporation. This foresight enabled each family member to utilize the qualified small business stock exclusion, eliminating \$140 million in capital gains when they sold. Later, we implemented a partnership freeze strategy to optimize distributions and tax management across multiple states.

The time to evaluate your structure is now, not when succession is imminent. By taking a proactive approach to growth and structural optimization, you create a business that can support your family's evolving needs for generations to come.



PREPARING THE FAMILY — ALIGNING VISION AND VALUES



Even if the business is ready for transition, the family must be ready too. In many cases, this is the most rewarding—but also most challenging—part of succession.

With the Clarity Foundation™ in place, it's time to develop a family-specific vision and values statement that serves as your family's north star. This document reflects what your family stands for beyond just business success.

Begin by mapping your family's values. Ask each member to identify their top three to five values from a comprehensive list. Look for patterns of alignment and areas of difference. This exercise often reveals surprising insights about what matters most to different generations.

Remember that family capital extends beyond finances. When developing your vision, consider all five capitals:

- Financial capital (assets and business interests)
- Intellectual capital (education and knowledge)
- Social capital (relationships and networks)
- Human capital (individual talents and capabilities)
- Spiritual capital (values, beliefs, and purpose)

By acknowledging all forms of capital, even the youngest or least financially established family members can recognize their valuable contributions to the family's collective success.

BRIDGING GENERATIONAL GAPS

Effective <u>communication across generations</u> requires understanding fundamental differences in perspective. The founding generation tends to be risk-averse, having built the business through struggle and sacrifice. Meanwhile, the next generation often sees growth opportunities and wants to move quickly.

We experienced this dynamic in our own transition. Ahmie built the business from the ground up, putting in the long hours and making tough decisions to get it off the ground. Brian joined an established firm but faced different challenges in establishing his unique contribution. Neither perspective is more valid—they're simply different.

Create regular opportunities for each generation to share their stories and perspectives. The founding generation should articulate the business's history—the challenges, successes, and failures that shaped its evolution. This creates an appreciation for "how we got here." The next generation should express their vision for the future and the obstacles they perceive, fostering mutual respect and understanding.

MANAGING FAMILY DYNAMICS

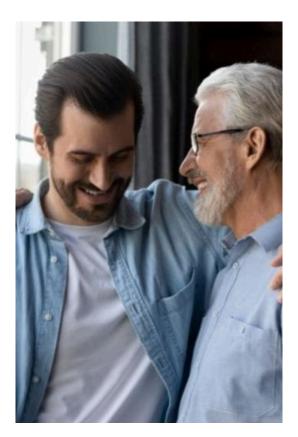


Family dynamics inevitably become more pronounced during transition planning. Common patterns include:

- Communication breakdowns when personal and business roles blur
- Unresolved past issues resurfacing during high-stakes discussions
- Decision-making conflicts between different branches of the family
- Conflict avoidance that leads to festering resentments

Addressing these dynamics requires establishing clear communication protocols. Many families benefit from regular family meetings with structured agendas and facilitated discussions. Some develop formal conflict-resolution processes before they're needed.

Remember that generational differences can be strengths rather than weaknesses. Different perspectives on risk, communication, and strategy can <u>lead to more robust decisions when properly harnessed</u>. The goal isn't to eliminate differences but to celebrate and leverage them for the benefit of both family and business.





Designing the Transition — The During Phase





BUSINESS VALUATION AND GAP ANALYSIS

Before implementing any transition strategy, you need an <u>accurate understanding of your business's worth</u>. Many owners overestimate their company's value based on emotional attachment or incomplete information.

A comprehensive valuation should examine:

- Market-based comparables and industry multiples
- Income-based approaches examining future cash flows
- Asset-based evaluations
- Key value drivers specific to your industry

Once you have a realistic valuation, conduct a gap analysis comparing the business's current value with what you need to support your plans after transition. That gap—if there is one—can be a wake-up call. It might mean focusing on strategies to increase business value before making a move, or it could mean adjusting expectations for what life after transition looks like. Either way, it's better to know now than to be surprised later.

OWNERSHIP TRANSITION STRATEGIES

The traditional approach to transition planning follows a siloed advice model—but we've found this rarely addresses the full complexity of family dynamics.

Internal transitions typically involve transferring ownership to family members, key employees, or a combination of both. These transitions preserve the business's legacy but require careful consideration of funding sources and fair treatment of all stakeholders.

PART 03



External transitions involve partial or complete sales to third parties, private equity groups, or competitors. While these often maximize financial value, they also represent a significant emotional shift for families whose identities are intertwined with their businesses.

Many families opt for hybrid approaches that combine elements of both—perhaps maintaining family control while bringing in outside capital, or gradually transitioning ownership while preserving certain legacy operations. The right approach depends on your family's priorities as identified in your Clarity Foundation™ work.



CREATING LIQUIDITY

The question we hear most often is: "Where will the cash come from?" This challenge requires creativity and often multiple funding sources working in concert. Options include:

- Cash reserves from business operations
- Seller financing or earnout agreements
- Traditional bank debt or mezzanine financing
- · Minority or majority equity partners
- Employee Stock Ownership Plans (ESOPs)
- Commercial finance or synthetic dividend strategies
- Insurance proceeds for deceased shareholders

We frequently design hybrid liquidity strategies that combine several approaches, allowing for flexibility when circumstances change. By modeling various combinations, we can identify which approaches best balance the needs of exiting and continuing owners.

TAX MITIGATION APPROACHES



While federal tax regulations have tightened, opportunities remain—particularly at the state level. For example, a client with operations in multiple states saved approximately \$20 million by restructuring their ownership before a transaction.

Another family utilized donor-advised funds for \$3 million of company stock before a sale, eliminating capital gains taxes on those shares while receiving a \$2.99 million tax deduction, for a total federal tax savings of \$1.797 million.

For C Corporations, Qualified Small Business Stock (QSBS) provisions can allow each qualifying shareholder to exclude up to \$10 million in capital gains. We've seen families eliminate tens of millions in taxes through proper QSBS planning.

MAINTAINING FAMILY HARMONY

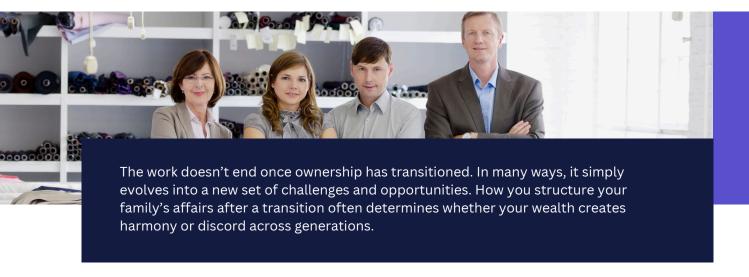
The technical aspects of transition must serve your family's broader goals, not the other way around. We've seen families rush into transitions using "standard" approaches that solved the financial aspects but created lasting family conflicts.

A deliberative approach that regularly refers back to your family's vision and values statement helps navigate the inevitable tensions of this phase. Maintain open communication about the progress of the transition, and be willing to adjust timelines when necessary.

Remember that successful transitions typically take years, not months. The pace should accommodate both business considerations and the emotional adjustments required of all family members.

Life After Transition — The After Phase





FAMILY OFFICE DESIGN AND MANAGEMENT

Traditional approaches to managing family wealth frequently suffer from four critical problems: conflicting advice from siloed professionals, resource inefficiency, communication gaps, and missed opportunities.

A more integrated approach addresses these issues through three core principles:

Integration Over Segregation: Create a <u>unified advisory team structure</u> with shared information systems, coordinated decision-making protocols, and cross-functional expertise utilization. This typically involves coordinating professionals across legal, tax, investment, banking, and insurance disciplines, with a lead advisor who can synthesize their input and translate it for the family.

Dynamic Governance Framework: This includes family council integration, business board alignment, investment committee coordination, and next-generation development programs.

Technology-Enabled Collaboration: A central digital platform provides real-time reporting, secure communications channels, and comprehensive document management for all stakeholders.

This integrated approach transforms how your family manages its affairs by aligning business decisions with family goals, coordinating wealth management with business needs, and strengthening family dynamics—all moving forward cohesively rather than in separate, competing directions.

THE SPEND, LIVE, GIVE™ MODEL



After transitioning from controlling a private company to managing liquid wealth, many families struggle with the emotional impact of daily market fluctuations and the uncertainty of public markets.

A practical framework addresses this challenge by dividing assets according to their purpose:

Spend: These are safe, accessible funds needed for the next 3-5 years of living expenses —where the focus is on return OF money, not return ON money.

Live: This segment funds your lifestyle for the rest of your life (typically planning to age 99). Using sophisticated modeling, you can determine how much must be allocated here to maintain your lifestyle even through extended market downturns.

Give: Once the first two buckets are secure, remaining assets can be allocated more aggressively toward family legacy, future generations, and philanthropic goals.

This approach provides peace of mind by clarifying which assets serve which purposes, allowing for more comfortable decision-making even in volatile markets.

LEGACY AND PHILANTHROPIC PLANNING

For many families, the opportunity to engage in meaningful philanthropy becomes a unifying force after a business transition. The two primary structures are:

Donor-Advised Funds (DAFs): These offer quick setup, immediate tax benefits, simplicity, cost efficiency, and anonymity if desired. They're ideal for families who want to engage in philanthropy without the administrative burden.

Private Family Foundations: These provide total control, complete investment authority, the ability to hire staff, flexibility in grant-making, and greater visibility. They also offer opportunities for multi-generational family involvement through board positions.

Many families <u>utilize both structures strategically</u>, leveraging each for its particular advantages.

SUCCESSION PLANNING HOPEFULLY CONTINUES



The reality for many business-owning families is that even after the first transition, multiple generations remain actively involved in managing family wealth. This creates an ongoing need for succession planning.



In our own family transition, Ahmie moved from CEO to Executive Chairman while Brian became CEO and President. But this shift didn't end our planning—it simply moved us to different points in the succession lifecycle.

This dynamic creates both challenges and opportunities as the current generation seeks ongoing relevance and involvement while the next generation drives growth and innovation. Clear role definition, regular communication about expectations, and mutual recognition of contributions become essential for maintaining harmony across these overlapping transitions.



Conclusion

Throughout this guide, we've shared frameworks and strategies for navigating the complex process of family enterprise succession planning. As we conclude, we want to highlight several pitfalls we've observed in our decades of working with family businesses:

The DIY Approach: While you've likely built your business through self-reliance and determination, succession planning requires specialized expertise. We've seen families lose millions in unnecessary taxes or create lasting family discord by attempting to handle transitions without proper guidance.

Waiting Too Long: Many business owners operate on a "rolling 3-to-5-year plan" for succession that never materializes. Time is a non-renewable resource, and delaying succession planning limits your options and increases risks.

Focusing Only on Technical Solutions: Legal structures and tax strategies matter, but they must serve your family's broader goals. Technical solutions without the foundation of shared vision and values rarely lead to successful transitions.

Neglecting Family Communication: The most elegant succession plan can falter if family members don't understand or support it. Regular, structured communication about succession plans helps prevent misunderstandings and build consensus.

Underestimating Emotional Challenges: For many founders, the business represents their life's work and a core part of their identity. Acknowledging and addressing these emotional aspects is essential for healthy transitions.

THE VALUE OF PROFESSIONAL GUIDANCE

Family business succession combines technical complexity with deeply personal dynamics. The right advisors bring not only expertise but also objectivity and experience with similar transitions.

We've seen firsthand how challenging it can be when family, business, and ownership issues become entangled. In our own transition, despite our professional knowledge, we've benefited from outside guidance to navigate difficult conversations and decisions.



Effective advisors don't replace your judgment—they enhance it by providing frameworks, facilitating communication, and offering perspectives you might not have considered. They help you see beyond immediate challenges to recognize long-term opportunities.

MOVING FORWARD

Every family business transition is unique, reflecting the specific circumstances, personalities, and goals of the individuals involved. Yet the foundational elements of successful transitions remain consistent: clarity of vision, depth of understanding, and action.

As you contemplate your own succession journey, we encourage you to start with honest conversations about what each family member wants from the future. These initial discussions, while sometimes challenging, lay the groundwork for everything that follows.

Remember that succession planning isn't a one-time event but an ongoing process that evolves as your family, business, and circumstances change. The investment of time and attention you make today will pay dividends for generations to come.

Whether you're just beginning to think about succession or are in the midst of a transition, we hope this guide has provided valuable insights to help you navigate your unique journey through the four interchanges of individual, family, business, and ownership.

To learn more about how Interchange Capital Partners can help you navigate the complexities of succession planning, contact us at team@interchangecp.com or 412-307-4230 for an introductory conversation.

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