

MICHAEL PARHAM, CPA

M&A ADVISORY, CEO AND BOARD MEMBER, DATA ANALYTICS

Strategic Planning & Execution / Financial Operations Optimization / Corporate Development

Detail-oriented senior executive with 15+ years of progressive leadership experience across software, energy, turnaround and manufacturing companies. Focus on finance, valuation, tax structure, bankruptcy, legal issues, and strategic planning. Recent implementation of data science tools to resolve project needs for strategic planning.

CORE QUALIFICATIONS

- Leadership & Team Building
- Organizational Restructuring
- Negotiations & Due Diligence
- Tax Structuring and Planning
- Growth Strategy Development
- Forecasting & Financial Modeling
- Financial Analysis & Reporting
- Complex Valuations & Bankruptcy
- Public Speaking & Presentations

CAREER HIGHLIGHTS

- Founded an advisory firm to execute strategic M&A deals and turnarounds across diverse industries
- Founded an investment fund with former clients to pursue unique opportunities and a subsequent exit
- Former Board Chairman and founder of various Oil & Gas, ecommerce, software and footwear companies
- School Board Member for 12 years (3 elected terms) for the Irvine Unified School District (40,000+ ADA)

PROFESSIONAL OVERVIEW

ROLES HAVE INCLUDED PERFORMING THE FOLLOWING TASKS ON BEHALF OF CLIENTS OR DIRECT INVESTMENTS:

- Preparation of Financial Statements in compliance with GAAP and IFRS
- Strategic Tax Planning and Structuring for M&A, JV, and internal purposes
- Individual/Shareholder Financial and Tax Planning and Tax Structuring
- Resolving Creditor and Legal Disputes
- Resolving IRS and State Tax Disputes
- Oversight of Auditors, Tax and Legal Advisors across the US, Canada, Europe and Asia
- Presentation and Reporting to Annual Shareholder Meetings and Board Meetings
- Managing or Replacing the Accounting, ERP, Tax and other Information Systems

SPECIALIZED SKILLS HAVE BEEN DEVELOPED WITH RESPECT TO:

- **Team Management:** Led teams of 5-7 on most M&A transactions. Direct reports of as many as 25 while serving as CEO on a long-term basis (greater than two years).
- **Public Speaking:** Asked to present at numerous private equity and industry events in the US, Canada and Europe. Asked to present and accept awards at numerous civic events including The Energy Coalition, Green California Schools Summit, and hundreds of public meetings in Irvine, CA.
- **Business Development:** Developed unique strategy to identify and land new clients at industry trade shows.
- **Negotiations:** In most cases I have been the lead negotiator during the M&A transaction discussions. During role as CEO, I was directly involved in all legal, creditor, vendor and supplier disputes.
- **Compliance and Bankruptcy:** Established and served as Chief Compliance Officer for a Broker-Dealer (FINRA). Oversaw Sarbanes-Oxley Audits as required by FDIC for Bankruptcy Software investment. Managed a pre-packaged Chapter 11 filing by acquiring the Senior Creditor position, with a subsequent turnaround and successful exit.

EMPLOYMENT

SHERIDAN CAPITAL ADVISORY, SHERIDAN MEZZANINE, Irvine, CA

2009 – Present

MANAGING DIRECTOR/CFO/FOUNDER

- Founded this M&A advisory firm and Investment Fund to focus on strategic transactions and pursue investments by former clients.
- Average M&A deal size of \$75 million (8 deals).
- The Investment Fund made five investments totaling \$15 million in several industries. Four have been successfully exited as of May 2019.
- Selected Transactions include:
 - Gray Wireline - Hired by Centre Partners (private equity) to identify management deficiencies and strategy for an exit of a portfolio company. Identified replacement CEO and new auditors. Restructured debt with Blackstone. Eventually sold to Norway-based strategic player for \$165 million.

- Europump – Hired by large shareholder group to sell Canada-based company. Worked with Tax, Legal, and Auditors to assess multiple deal breaking issues prior to going to market. Acquired its leading customer and settled major patent infringement case, then exited to Halliburton for \$130 million.
- Black Viper – Originated an opportunity to acquire the position of a major creditor and steer company into, and out of, Chapter 11. Served as CEO throughout the process, with 25 direct reports. Exited once payroll liabilities and IRS Offer in Compromise cleared.
- Multiple transactions in which S Corp status was less than 10 years and necessitated inside basis tax impact assessment, or “drop down LLC” restructuring to limit tax exposure of a transaction to the shareholders.
- Multiple transactions in which international transfer pricing concerns needed to be evaluated, along with allocation of FMV and Goodwill.
- Served as Co-Founder and CEO for a software start-up. Raised equity capital and managed all back-office needs, including payroll, Quickbooks, taxes, legal challenges from competitors, SOX compliance and HR. 20 direct reports and 30 shareholders. Sold for \$6.5 million to Computershare.

RSM MCGLADREY CAPITAL MARKETS, Costa Mesa, CA

2002 – 2009

MANAGING DIRECTOR

- Founded and led Energy Services Group capitalizing on unique Oil & Gas and alternative energy opportunities that were self-originated.
- Managed 6 Junior Bankers and Analysts generating \$1.5M in revenue annually.
- Completed 15+ deals in various industries. Served as originator, negotiator, and team leader.
- Spoke at various McGladrey events, including International Symposiums in Edmonton, London, and Madrid.
- Published numerous industry reports which were disseminated throughout the McGladrey network.
- Revamped the deal origination process to focus less on business valuation leads and more on trade show representation.
- Assisted in establishing the Mumbai, India office to support research and documentation requirements.
- Selected Transactions include: Wheelovator (IL), Oilift (Canada), Alford Safety (LA), Global X-Ray (LA), IPC (NM), Jen Supply (Canada), Thornton Drilling (OK), Well Testing (TX), Steward Cable (TX), Houston Connectors (TX), Applied Control (AR), International Lift (TX).

PETER J. SOLOMON COMPANY, New York, NY

2000 – 2002

ASSOCIATE DIRECTOR

- Selected to oversee and train the analyst pool of 25 junior bankers.
- Closed transactions in the range of \$0.5 - \$1.5 billion.
- Identified minority investment partner for the firm (which was my former employer Credit Lyonnais through its Clinvest Group).
- Selected Transactions include: Advanstar (\$950 million), SportsAuthority/Gart Merger, IBP/Tyson Fairness Opinion, Sears/LandsEnd Merger, Duff & Phelps Credit Agency Merger and Fairness Opinion.

CREDIT LYONNAIS (USA), INC., New York, NY

1998 – 2000

VICE PRESIDENT

- Multiple investment banking and commercial banking advisory assignments in France and the US.
- Managed a team of 5 bankers.
- Assisted the corporate finance and project finance groups in NY, Paris and Houston on numerous transactions.

DAIWA SECURITIES AMERICA, INC., New York, NY

1994 – 1998

VICE PRESIDENT

- Multiple investment banking transactions in the range of \$50 million - \$750 million in Japan and the US.
- Numerous Joint Ventures in the US, Japan, India, and Mexico.
- Lead M&A banker for North America and managed a deal team of more than 15 on several occasions.
- Baseball team captain (won the NYC title in the Japanese league).
- Selected to oversee multiple golf events for Global Leadership Team.
- Selected Transactions include: Overhead Door (\$750 million), Savers Life (private), Freund (private), Health Data Sciences (\$200 million).

DELOITTE & TOUCHE, New York/Moscow

1991 – 1994

AUDIT SENIOR

- Entered Masters (Accounting) program at NYU together with liberal arts recruits from each of the “Big 6” (50 in program).
- Worked full-time while qualifying to take the CPA exam. Earned license (NY) in 1993.
- Placed into the International Business Unit to provide Audit Services in the US and Russia on behalf of multi-national clients.

- Assisted in the Marc Rich forensic audit of O&G refineries and JVs in Russia. Identified numerous tax violations for US and UK authorities. This remains the largest case of US tax evasion, until he was pardoned by President Bill Clinton in 1998.
- Global clients included Mitsubishi, KKR, Sumitomo, and numerous smaller US based companies.

EDUCATION

UNIVERSITY OF CALIFORNIA - IRVINE, Irvine, CA (exp.) July 2019
CERTIFICATE OF DATA ANALYTICS/DATA SCIENCE

NEW YORK UNIVERSITY, New York, NY 1991 - 1993
MASTER OF BUSINESS ADMINISTRATION, ACCOUNTING & MARKETING

DARTMOUTH COLLEGE, Hanover, NH 1987 - 1991
BACHELOR OF ARTS, ECONOMICS & RUSSIAN LANGUAGE (WITH HIGH HONORS), DUAL MAJOR

CREDENTIALS

CERTIFIED PUBLIC ACCOUNTANT (CALIFORNIA LICENSE #130696, NY EXP.)
 FINRA SERIES 7 (EXP.), 24, 63, 79 – (CRD#2479775)
 FLUENT IN SPANISH, CONVERSATIONAL IN RUSSIAN

VOLUNTEER EXPERIENCE

IRVINE UNIFIED SCHOOL DISTRICT, Irvine, CA 2004 – 2016
 GOVERNING BOARD MEMBER

- Served three consecutive publicly elected terms of four years leading highly successful school district with \$300M operating budget, \$1.5B facilities budget, 40,000 students and 2,500 staff across more than 40 schools and administrative sites.
- Spearheaded the “Green Team” and a 5MW solar canopy project across 20 district sites, saving \$2.0 million annually.
- Won state-wide leadership award for energy saving initiatives.
- Elected Board President twice.