

SPACS ARE BACK: FINANCIAL REPORTING & ORGANIZATION READINESS INSIGHTS

Ask the Experts Webinar

August 27, 2020

KEY REMINDERS

- Riveron webcasts past and upcoming
- 4 polling questions must be answered to obtain CPE
- If you have questions, feel free to ask in Q&A option in Zoom
- Webinar evaluation form & CPE certificate will be emailed to you
- On demand video is not eligible for CPE
- You will receive a follow up email including:
 - Access to this webinar recording and deck
 - The ability to join our Webinars Mailing list to receive future invites
 - Presenter contact info

PRESENTERS



Michael Cahill MANAGING DIRECTOR

Expertise: IPO readiness, audits, SEC reporting, financial reporting, project management, mergers and acquisitions, and due diligence



Greg Carlson MANAGING DIRECTOR

Expertise: Finance transformation, technology enablement, process improvement, integration/carve-out support, cost/working capital optimization



Ryan Gamble MANAGING DIRECTOR

Expertise: Purchase accounting for business combinations and transaction cost analysis, tax planning, risk mitigation, taxable and non-taxable acquisitions, ASC740 tax accounting



Zac McGinnis MANAGING DIRECTOR

Expertise: SPAC Mergers, Capital raising assistance, carve-out and pro forma financial statements, business combination and divestiture matters, IPO readiness, GAAP change and conversions, and audit assistance



Josh Motter SENIOR MANAGER

Expertise: Pro forma financial statements, SPAC mergers, IPO readiness and preparation, carve-out financial statements, technical accounting, and advisory services

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OVERALL TRENDS AND PROCESS

FORMATION & IPO FINANCIAL REPORTING

MERGER FINANCIAL REPORTING

RECENT SEC UPDATES

POST MERGER CONSIDERATIONS

Q & A



POLLING QUESTION 1

Is your organization planning a SPAC IPO or merger in the future?

- A. Yes, in 0-6 months
- B. Yes, 6 months or longer
- c. No
- D. Uncertain
- E. What is a SPAC?



INTRODUCTION

SPAC TRENDS AND POPULARITY

SPACS On The Rise

- SPACs have accounted for 40% of total IPO volume and 33% of IPO proceeds for the year as of Q2
- SPAC IPO volume is up 32% in 2020
- SPAC proceeds are up 130% in 2020
- Average SPAC size is up 74% from 2019
- ▶ 121 SPACs with \$39.6 billion of active funding that can be deployed during a business combination

Year	Amount Raised (\$bn)	# IPOs	Average Size (\$mm)
2020	31.3	78	400.9
2019	13.6	59	230.5
2018	10.8	46	233.7
2017	10.0	34	295.5
2016	3.5	13	269.2

OVERALL SPAC PROCESS

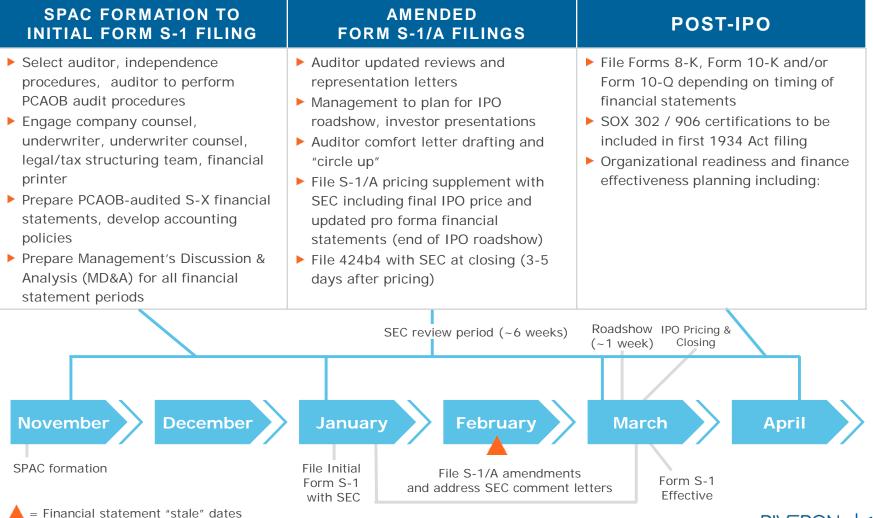
FORMATION	IPO	TARG		STOCKHOLDER VOTE	ACQUISITION CLOSE
 Sponsors pay nominal amount in exchange for Founders' stock ("Promote") Sponsors lend \$100- 200k to fund expenses Choose counsel and underwriter 	 File Form S-1 with SEC, like an operating company 2-3 months SEC review process Raise money from institutional and retail investors Sponsors buy "at risk" warrants (2-3% of IPO proceeds) Almost all of IPO proceeds placed in Trust 98-100%) Offering expenses (underwriters, legal, audit etc.) paid out of IPO proceeds Units, common stock and warrants trade in market 	 like an operating company 2-3 months SEC review process Raise money from institutional and retail investors Sponsors buy "at risk" warrants (2-3% of IPO proceeds) Almost all of IPO proceeds placed in Trust 98-100%) Offering expenses (underwriters, legal, audit etc.) paid out of IPO proceeds Almost stall of IPO proceeds (underwriters, legal, audit etc.) paid out of IPO proceeds Mail proxy to shareholders in advance of vote Warrants trade in market 		 Reposition stock with ongoing fundamental investors Vote must meet pre- specified shareholder approval threshold (60- 80%) Dissenting shareholders have right to claim their pro rata share of Trust Yes" vote: acquisition closes "No" vote: Trust (including interest earned) liquidated and returned to investors 	 SPAC becomes normal operating company Sponsors' "Promote" crystallized (subject to lock-up) Sponsors' warrants crystallized (subject to lock-up)
	2-3 months	12+ mor	nths	3-6 months	
 Team & Board appointments Investment Strategy Retain advisors Pre-IPO investment 	 S-1 filing Roadshow Boa 	ntain financials filings ard meetings C filings – 10Q/K,	 Target evalu Due diligenc Negotiations TTW process 	ce financing 6. Binding agreement	 Milestone Warrants redemption Common stock redemption

SPAC IPO An acquisition-based event in which capital raised A capital-raising event in which new shares of a from SPAC investors is used to legally acquire or private company are offered publicly for proceeds. merge with an existing private operating company. \$12 Billion \$56 Billion Total amount raised by 59 SPACs in 2019 Total amount raised by 196 IPOs in 2019 30% 4% Percentage of 2019 IPOs that were SPACs Increase of total deal value from 2018 to 2019 Driven by market conditions and organizational Must be completed within a defined time (usually TIMING 18 or 24 months) or the SPAC investors can readiness. With no defined timing. Going public can last from a few months to many. redeem their original investment. NO marketing roadshow of the private operating Underwriters market new shares through testing MARKETING company occurs; the shareholder vote the waters and pre-trading roadshows to generate demonstrates marketability. investor interest. More legal reporting obligations and sometimes Nature and extent of financial reporting COMPLIANCE fewer financial reporting accommodations in the obligations varies based on circumstances. Registration Statement. Underwriters and roadshow costs are more No heavy underwriting or roadshow costs to COST market the private operating company. burdensome but absorbed by offering proceeds. RIV-R(

FORMATION & IPO FINANCIAL REPORTING

SPAC FORMATION AND IPO

Illustrative Financial Reporting Timeline



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MERGER FINANCIAL REPORTING

SPAC REVERSE MERGER

Illustrative Financial Reporting Timeline

	AL PROXY NT / FORM S-4	UPDATED PROXY STATEMENT / FORM S-4	FORMS 8-K/A, 10-Q & 10-K FILINGS
 Prepare tax steps plan to enact merger Prepare Opco PCAOB-audited Predecessor S-X financial statements Prepare Opco Predecessor S-X interim financial statements Management to prepare unaudited selected financial data Prepare Management's Discussion & Analysis (MD&A) for Opco for all financial statement periods Prepare unaudited Article 11 pro forma financial statements, Build PIPE presentation and road show materials Determine any S-X 3-05, 3-09 or any other standalone financial reporting requirements 		 Update Opco S-X interim financial statements Update Opco MD&A Update SPAC interim financial statements Update Article 11 pro forma financial statements 	 File "Super Form 8-K" establishes the "Opco" as the surviving SEC registrant Recasts all periods as if Opco was the SEC registrant for all periods SOX 302 / 906 certifications 404a and 404b upon second 10-k
August September	October November	period (~75 – 90 days) December January S-4/A amendments S-4/A amendments	Shareholder vote (20 days) Merger Closes, Form 8-K February Beyond
Working Group Kick-off Meeting	Filo initial Provv /	ress SEC comment letters	rm S-4 effective

= Financial statement "stale" dates

REVERSE MERGER – ACCOUNTING POLICY SCENARIOS

BUSINESS ACQUISITION	REVERSE RECAPITALIZATION	REVERSE ACQUISITION
 SPAC is Shell or Business SPAC – both Legal and Accounting Acquirer 	 SPAC is Shell SPAC – Legal Acquirer OPCO – Accounting Acquirer 	 SPAC is Business SPAC – Legal Acquirer OPCO – Accounting Acquirer
 Accounted for as Business Combination 	Accounted for as Capital Transaction	Accounted for as Business Combination
 Purchase Price Allocation; Goodwill, if necessary 	No Goodwill or Other intangible Assets Recorded	Purchase Price Allocation; Goodwill, if necessary

REVERSE MERGER – ACCOUNTING ACQUIRER CONSIDERATIONS

If a business combination is effected through the exchange of equity interests, the acquirer for accounting purposes may not be the legal acquirer (commonly referred to as "reverse acquisitions").

Which party holds (directly or indirectly) greater than 50% of the voting shares?	What is the composition of the senior management of the combined entity?	
	Which entity paid a premium over the	
Which entity transfers cash or other assets, or incurs liabilities to effect the business	precombination fair value of the equity interests of the other combining entity?	
combination?	Which entity's relative size is significantly	
Which entity's owners as a group retained or	larger than the other combining entity?	
received the largest portion of the voting		
rights in the combined entity?	Which entity initiated the business combination?	
Which entity's single owner or organized group of owners holds the largest minority voting interest in the combined entity?	Which entity's owners can elect, appoint, or remove most of the members of the governing body of the combined entity?	

THE JOBS AND FAST ACTS

A summary of key reporting obligations under regular SEC rules and under the JOBS Act is as follows. Management to discuss with SEC counsel on applicability in a Proxy filing as there could be some variation compared to a traditional Form S-1 IPO filing.

PROXY FILING REQUIREMENTS	REGULAR REQUIREMENTS	EGC REQUIREMENTS	
Annual audited financial statements in an effective IPO filing (*)	Balance sheet – 2 years Statements of operations, cash flows and shareholders' equity – 3 years	Balance sheet – 2 years Statements of operations, cash flows and shareholders' equity – 2 years	
Annual audited financial statements in pre-effective IPO filings	Companies may omit audited financial statements if that financial information relates to periods that are not reasonably expected to be required at the time the registration statement becomes effective (**)		
Selected financial information in an effective IPO filing	5 years	2 years	
Selected financial information in pre-effective IPO filings	Companies may omit audited financial statements if that financial information relates to periods that are not reasonably expected to be required at the time the registration statement becomes effective (**)		
Effective date and transition of new accounting standards	A company preparing an SEC filing must apply all accounting standards as if it had always been a public company	EGC may elect to apply new or revised financial accounting standards on the same date that a company that is not an issuer (e.g. private company) is required to apply the new or revised accounting standard	

(*) No difference in requirements for interim financial statements. MD&A should cover the periods presented.

(**) FAST Act amendment.

THE JOBS AND FAST ACTS (CONTINUED)

A summary of key reporting obligations under regular SEC rules and under the JOBS Act is as follows:

PROXY FILING REQUIREMENTS	REGULAR REQUIREMENTS	EGC REQUIREMENTS	
Audited financial statements of an acquired business in an effective IPO filing	20% significance – 1 year 40% significance – 2 years 50% significance – 3 years	20% significance – 1 year 40% significance – 2 years 50% significance – 2 years	
Audited financial statements of an acquired business in pre-effective IPO filings (*)	Companies may omit audited financial statements if that financial information relates to periods that are not reasonably expected to be required at the time the registration statement becomes effective (**)		
Executive compensation disclosure	Shareholders' voting on "say on pay" and "golden parachute" compensation disclosure are required. Provide full compensation disclosure (e.g., compensation tables for top 5 executives for 3 years)	EGC is exempt from certain Dodd Frank rules such as shareholders' voting on "say on pay" and "golden parachute" compensation disclosure EGC is allowed to follow reporting obligations of smaller reporting company (e.g., compensation tables for top 3 executives for 2 years)	
Assessment of internal control	Management and external auditor attest to adequacy of the company's internal control on financial reporting	Only management attests to adequacy of the company's internal control on financial reporting (no attestation from external auditor)	
SOX 404b	Auditor's attestation on internal controls over financial reporting in second 10-K filing	Deferred for as long as the company is an EGC, i.e., deferred for up to 5 years	

(*) Upon written request by the registrant, SEC staff will consider a waiver for the exclusion of certain financial information as it relates to the audited financial statements of an acquired business, pursuant to Rule 3-13 of Regulation S-X.

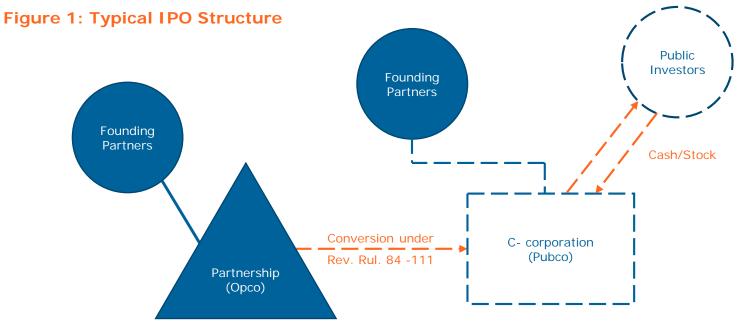
(**) FAST Act amendment.

TAX IMPLICATIONS

WHAT IS AN UP-C STRUCTURE

Traditional IPO vs Up-C Structuring

- Traditional IPO Structure
 - Existing partnership or flow-through entity is typically converted to a C-corporation at the IPO effective date
 - This structure requires the partnership to relinquish its advantageous tax structure and is no longer subject to a single layer of income tax paid at the owner level



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WHAT IS AN UP-C STRUCTURE

Traditional IPO vs Up-C Structuring (cont.)

- ► Up-C IPO Structure
 - The partnership does not convert to a C-corporation, rather, a new C-corporation parent entity is formed for the purpose of raising capital in the public markets
 - After completing the IPO, the C-corporation parent entity uses the cash proceeds to purchase equity interests in the partnership which preserves the advantageous tax structure for the legacy owners

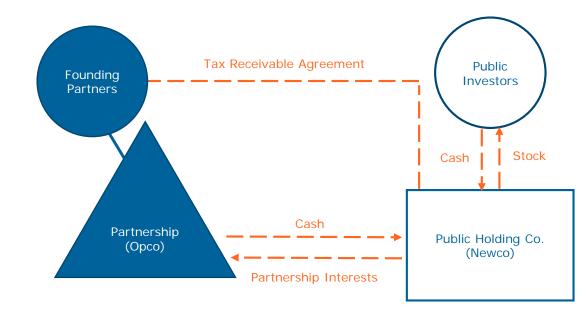


Figure 2: Up-C IPO Structure

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POLLING QUESTION 2

Have there been recent SEC financial reporting updates to facilitate more efficient access to the capital markets:

- A. Yes
- B. No
- C. Uncertain
- D. What does college football have to do with it?

RECENT SEC UPDATES

S-X RULE 2020-118

Updates to disclosure requirements for acquisitions and dispositions

- Rule 2020-118
- On May 21, 2020, the SEC approved S-X Rule 2020-118, which provides for significant changes to the disclosures required for business acquisitions and dispositions
 - ▶ Effective Date: January 1, 2021; early adoption is permitted
 - ► The rule changes are intended to:
 - Improve the financial information related to acquired of disposed businesses
 - Facilitate more timely access to capital
 - Reduce the complexity and costs to prepare the required disclosures
 - Existing regulation impacted by Rule 2020-118:
 - S-X Rule 3-05 Financial Statements of a Business Acquired or to be Acquired
 - Article 11 Proforma Financial Information
 - S-X Rule 3-14 Special Instructions for Real Estate Operations to be Acquired
 - S-X Rule 6-11 (NEW!) Financial Statements of Funds Acquired or to be Acquired

RULE 3-05: MODIFICATION OF SIGNIFICANCE TESTS

Overview of Change

- The income test now has a revenue test component and companies can take the lower test result of the revenue and pre-tax components
- Public Companies will use an "aggregated worldwide market value" (AWMV) as the denominator in the investment test
 - The AWMV is calculated using the last five trading days of the registrant's most recently completed month-end. These five days are prior to the earlier of the registrant's announcement of the transaction or the execution date of the parties' agreement
 - A registrant's total assets will be used when its common equity is not publicly traded, including for the purposes of an initial public offering

	HISTORICALLY	UNDER 2020-118
Income Test	Evaluates significance by comparing the income from continuing operations before taxes, extraordinary items, and cumulative effects of changes in accounting principles of the target and the registrant	Allows for an assessment of significance using the lower of two components: consolidated total revenue and pre-tax income or loss from continuing operations attributable to controlling interests
Investment Test	Evaluates significance by comparing the total purchase price of the target (adjusted for certain items) with the registrant's pre-acquisition consolidated assets	Compares the investment in the acquired entity to the AWMV of the registrant instead of its total assets. If the AWMV is not available, the calculation will revert to total assets
Asset Test	Evaluates significance by comparing the total assets of the target divided by the total assets of the registrant	No change

RULE 3-05: HOW TO APPLY THE TEST

Application of the Significance Tests

► The greatest of the three tests determines the filing requirements. Thresholds and requirements under 2020-118 are summarized below:

SIGNIFICANCE TEST THRESHOLD	S-X 3-05 FINANCIAL STATEMENTS
Does NOT exceed 20%	No Financial Statements are required
Exceeds 20%, but not 40%	 Financial Statements for the most recent fiscal year (audited) Latest interim period preceding the acquisition (unaudited)
Exceeds 40%	 Financial Statements for the <u>two</u> most recent fiscal years (audited) Latest interim period preceding the acquisition (unaudited), and Corresponding interim period of the preceding year (unaudited)

S-X ARTICLE 11: CHANGES TO PRO FORMA INFORMATION

Revisions to Article 11 Under 2020-118

The SEC has revised Article 11 by replacing the existing pro forma adjustment criteria with more simplified requirements to depict the accounting for the transaction and to provide the option to depict synergies or dis-synergies. Pro forma adjustments will now be in three categories:

- 1. Transaction Accounting Adjustments
- 2. Autonomous Entity Adjustments, and
- 3. Management Adjustments
- The change to allow synergy adjustments is a significant departure from the current requirements and could result in wider-ranging pro forma results with expanded disclosure around the assumptions and judgements
- Management will need to consider the accounting for those judgements as well as the potential financial impact of not meeting those synergies within a year from the acquisition date
- The presentational changes are likely to improve consistency between various filings
- Elimination of the nonrecurring concept in the pro forma statement of operations could provide more confusion to readers regarding the ongoing nature of the combined business

POLLING QUESTION 3

My organization is focused on financial close optimization efforts to prepare for the public company reporting calendar:

- A. Yes
- B. No
- C. Uncertain
- D. There is a calendar?



OPERATIONAL CONSIDERATIONS

PREPARING FOR A CAPITAL MARKETS EVENT

Organizational Readiness

There are several functional considerations that need to be addressed to achieve organizational readiness

CONTROLLERSHIP	FINANCE	LEGAL	HUMAN RESOURCES	
Accounting	Financial Planning & Analysis	General Counsel	Benefits Program Adjustments	
Financial Reporting	Management Reporting	Тах	Warrant/Share Grants	
Enterprise Risk Management	Treasury			
Internal Audit	Investor Relations			
Internal Controls				
Organization structure, service delivery, process, data/technology				

Project management, change management, and communications

COMMON CHALLENGES TO SPAC IPO READINESS

There are several indicators that suggest there are opportunities to improve readiness for a SPAC IPO

LACK OF SPEED	 It takes more than 5 days to close and generate consolidated results Earnings release requires more than 30 days or lags your competitors Information is provided too late to support business and decision making Perpetual fire fighting with limited focus on strategy and vision
MANUAL PROCESSES	 Significant manual activities and reliance on off-line Excel spreadsheets Disparate systems or multiple charts of accounts Limited technology to support consolidation, reporting, reconciliations, etc. High degree of top-side and/or manual journal entries
INSUFFICIENT ACCURACY & CONTROL	 Significant adjustments or corrections recorded after the books are closed Difficulty balancing inter-company transactions Material weaknesses or significant deficiencies External financial reports differ from internal management reports
LIMITED ANALYSIS & DECISION SUPPORT	 Too much time collecting data and not enough time on analysis Limited standardization, complex reporting requirements, ad-hoc requests Potential financial surprises are difficult to identify Inconsistent data and limited performance measurement

LEADING PRACTICES – CLOSE AND CONSOLIDATION

Streamline, simplify and standardize processes with a focus on control, accountability and first-time accuracy

CLOSE AND CONSOLIDATION

Leading Practices

MILESTONE	WORK-DAY ¹
Payroll / AP / Fixed Assets	-1
Inter-company Processing	-1
SG&A Accruals	1
Accounts Receivable	1-2
Operational Costs	2-3
Division Sub-ledger Close	2-3
Corporate Ledger Close	3-4
Consolidation Activities	4-5
Analytic Review	5
Management Reporting	6-7

¹ Leading Practice for a range of public companies based on Riveron professionals project experience and 3rd party benchmarking

Common Enablers

- Intelligent use of accruals and estimates
- Proactive issue resolution and error correction
- Automate or eliminate manual entries
- Automate reconciliations
- Eliminate duplicate data entry
- Distribute workload away from period-end
- Establish governance structure to enforce deadlines and improve accountability
- Publish the closing calendar and track status
- Implement culture of continuous process improvement

LEADING PRACTICES – ANALYSIS AND REPORTING

Eliminate duplication of effort and non-valued added activities that do not directly support external reporting requirements or provide effective decision support

ANALYSIS AND REPORTING

MILESTONE	WORK-DAY ¹
10-Q Draft (w/out final numbers)	-5
Inter-company Eliminations	2-3
Flash Reporting	3-5
Consolidation Activities	4-5
Variance Analysis	5-8
Compile Supplemental Data	10
Disclosures and MD&A	13-15
Sub-certification	17-19
Disclosure Review Committee	20-22
Earnings Release	18-20
SEC Filing	24-28

¹ Leading Practice for a range of public companies based on Riveron professionals project experience and 3rd party benchmarking

Common Enablers

- Validate reporting requirements, stakeholder needs and the underlying data structure
- Leverage consolidation tools to automate eliminations, currency translation, top-side adjustments and data capture / promotion
- Run consolidations daily to facilitate flash reporting and support early error identification
- Standardize monthly variance analysis to identify key business drivers & support MD&A
- Leverage reporting tools to automate and standardize segment, regional, legal entity, tax and other internal and external reports

Leading Practices

A HOLISTIC APPROACH

Achieving sustainable operations to support public company requirements across the close-to-report cycle requires a holistic approach

DIMENSION	APPROACH
STRUCTURE Organize Finance & Accounting to meet the needs of internal and external stakeholders; create a "center of excellence" delivery model	 Evaluate alternative operating models Align your structure to meet specific stakeholder needs Improve collaboration throughout the organization
PEOPLE Support your teams with developing the requisite capabilities	 Assign clear roles and responsibilities Establish a calendar with defined milestones to support accountability Enhance workload distribution and resource alignment Communicate effectively throughout the organization Measure and reward performance
PROCESS Streamline, simplify and standardize processes throughout the cycle	 Properly sequence activities and move work away from the close Use estimates and materiality thresholds intelligently Proactively manage issues and perform root cause analysis Strengthen the quality and value of the monthly C2R cycle
TECHNOLOGY Invest in enabling technology to automate activities and improve controls	 Identify opportunities to further leverage technology Train your employees to get the most out of current systems Automate manual activities and create standardized templates Capture data appropriately to meet your reporting needs Leverage tools to track status real-time and promote accountability

POLLING QUESTION 4

Now that you know more about SPACs, the process and the benefits of SPACs what are your concerns?

- A. SEC financial reporting
- B. Financial close inefficiencies
- c. Tax matters
- D. No concerns (I know all of this)



ADDITIONAL RESOURCES

Related Thought Leadership

SPAC Mergers: Navigating the Latest Trend in the Capital Markets Exploring Capital Markets Options: SPACs vs IPOs Three Ways to Hit Your IPO Pricing Window Q2 2020 Capital Markets Update: What You Need to Know View additional insights <u>HERE</u>

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REQUEST TO SPEAK WITH ONE OF OUR EXPERTS

