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Equity Partner Public Prospectus

Be a Partner in Your Own Education Training, Consulting, and Publishing Company



Embedded Professional Development that results in Permanent, Positive Change

Company Background

Ribas Associates and Publications, Inc. is an S corporation chartered in the Commonwealth of Massachusetts since June 2001 (in our 20th year of service). The organization is led by its founder William B. Ribas, Ph.D., its president. The company works from offices at 596 Pleasant Street Norwood, MA 02062. The company does 90% of its work in Massachusetts, with work also in Rhode Island and New Hampshire. Our books are sold nationally with three books appearing on the website for the Collaborative for Academic and Social Emotional Learning (CASEL). The company has been profitable all 20 years. **This includes having one of our better profit years during the 2020 pandemic year while our competitors struggled.**

The corporate office lead staff consists of four employees:

1. President: William B. Ribas Ph.D.
2. Business Manager and Director of Operations
3. Technology Manager
4. Online Business Development Manager

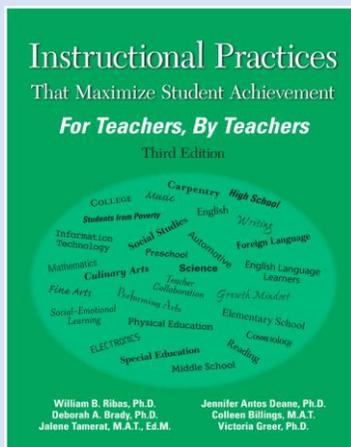
The professional educator staff consists of 22 authors and consultants (they are 1099 contractors).

What is an active equity partner?

An equity partner is a person who purchases a portion of a company. A set value for 100% sale of the company is arrived at using *the Uniform Standards of Professional Appraisal*. Business valuation can vary somewhat based on these standards but typically the pricing falls within a close range. An **active equity partner** works in the company .6 to 1.0 with the other owner, Bill Ribas (who works full time in the company) as well as being a partial owner. *Therefore, it is only available to an educator who will be retiring, has recently retired, or is working part-time in a district.*

Why are we seeking an active equity partner?

1. Dr. Ribas owns 100% of the company. He is now 64 years old. He spent the last year reviewing options for transitioning the company to new leadership/ownership over the next several years. The obvious option with many companies privately owned by an individual is to bring one or more of the owner's children into the company. However, both of Dr. Ribas's children have degrees from highly respected business schools and are working in lucrative fields. One works in cyber security and the other is in financial services. Both have good jobs with large companies with home offices in Boston and with international reputations in their respective fields. Both children are moving up the corporate ladder so owning and running Ribas Associates would not be a good career move for either of them. Neither is interested in participating in the company.



After reviewing all options, the owner decided the best option was to sell an equity stake to an **active equity partner**. Dr. Ribas intends to continue working full time in the company as a partner for at least the next five years. He therefore wishes to retain at least a 50% ownership stake in the company. He will consider selling as little as 25% or as much as 50% ownership.

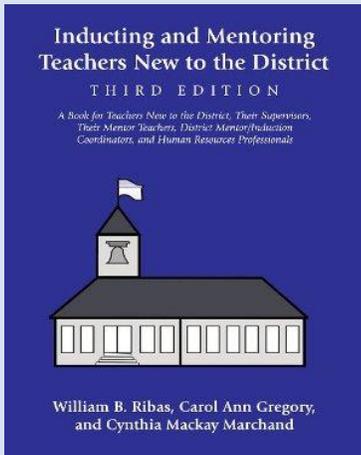
Note: We are not looking for an equity partner because Covid has put us in financial difficulty. In fact, our 2020 profits exceeded the five-year average¹ of our previous five years. While some of our competitors closed or significantly downsized, we saw no loss in profits despite the significant financial issues faced by school districts. The financial information for the

years 2016-2020 will all be made available to a qualified candidate for equity partnership once a mutual non-disclosure agreement is signed.

¹ Two months and two weeks of the 2020 tax year were not negatively impacted by the pandemic as schools did not close down until mid-March of 2020.

2. We anticipate there will be an increase in funding available to school districts for professional learning, consulting, and publications. The 2019-20 and 2020-21 school years have been the most difficult budget years for school districts in over two decades. They were even more difficult than during the financial crisis 10 years ago because at that time Massachusetts school districts' professional development budgets were bolstered by \$500,000,000 in Race to the Top Funding. Companies like ours actually saw an **increase** in revenue during those years.

These two school years (19-20, 20-21) have seen districts deal with the pandemic financial costs with very little extra financial assistance. As a result, many of the funds that would have gone for professional learning or consulting support went to cleaning, extra staff, PPP, transportation, ventilation, and other requirements. Further complicating the budget situation were the cuts to public schools and the emphasis on private and



for-profit schools that was the focus of the previous Presidential Administration and Senate for four years. With a more public school friendly Administration, U.S. House of Representatives, and U.S. Senate we anticipate increases in education funding during the 21-22 school year and beyond as both branches of government seek to gain back the losses to public schools of the previous four years. We also anticipate a freezing or rolling back of funding and support for vouchers, private, and for-profit schools. We anticipate this will free up funding that will go toward professional learning and school consultation services. If Ribas Associates' is to adequately expand capacity, and increase profits, the company will need a second person performing the leadership and business development work presently done by Dr. Ribas alone.

3. The recently passed stimulus bill has \$120 billion dollars for PreK-12 schools and \$350 billion for states and municipalities. Early estimates (U.S.A. Today and Channel 10 NBC Affiliate) report the Commonwealth of Massachusetts will receive \$8.1² billion (yes billion). They further report that \$2.68 billion for education aide. Even though parts of that funding are for PPP and other pandemic related needs, the arrival of the funds will reduce or eliminate the need for school districts to use professional learning funds for those needs.

These are only MA school figures. We also work in Rhode Island and New Hampshire. The total estimated state stimulus funds figure for NH is \$1.8³ billion and Rhode Island is \$1.1 billion (\$415 million for pre-K-12 education)⁴. I haven't yet seen a report indicating what portion of the NH funds will go to schools in those states.

4. **Massachusetts State Tax Receipts:** We are seeing an increase in MA state tax receipts significantly above the MA Department of Revenue budget projections. We expect these above projection receipts to continue or grow because of the \$1400 stimulus checks, the enhanced unemployment benefits extending to September, the dropping unemployment rate, and the acceleration of the vaccination schedule bringing businesses close to full activity by June 30, 2021. I do not yet have anticipated tax receipts information for NH and RI. These figures will be updated as more current figures for the three states become available.

January returns posted MA DOR 2/3/2021 press release: Massachusetts Department of Revenue (DOR) Commissioner Geoffrey Snyder today announced that preliminary revenue collections for January totaled

² Numbers taken from boston.cbslocal.com March 11, 2021.

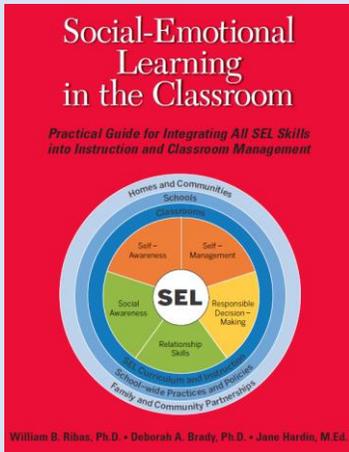
³ New Hampshire Business Review March 10, 2021

⁴ Wpri.com/target12 March 25, 2021

\$3.347 billion, which is \$392 million or 13.3% more than the actual collections in January 2021, and \$429 million or 14.7% more than benchmark.

February returns posted MA DOR 3/3/21 press release: Massachusetts Department of Revenue (DOR) Commissioner Geoffrey Snyder today announced that preliminary revenue collections for February totaled \$1.874 billion, which is \$359 million or 23.7% more than the actual collections in February 2020, and \$372 million or 24.8% more than benchmark.

March returns posted MA DOR 4/5/21 press release: Massachusetts Department of Revenue (DOR) Commissioner Geoffrey Snyder today announced that preliminary revenue collections for March totaled \$3.061 billion, which is \$402 million or 15.1% more than the actual collections in March 2020, and \$648 million or 26.8% more than benchmark.¹



New Hampshire and Rhode Island Tax Revenues: We have searched the Department of Revenue sites for both states and have not been able to find the information note above for MA.

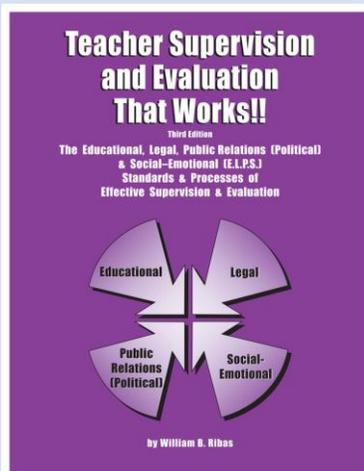
5. We expect that once the pandemic ends the call for online asynchronous training will remain at a much higher rate than pre-pandemic. This is because many districts now see the value in providing rigorous online programs that can be done outside of regularly scheduled professional development time without removing staff from classrooms or paying for substitute teachers. Ribas Associates has 150 programs that can be offered live in districts. In addition, since we have operated 100% online for more than a year, we now have a large list of online asynchronous offerings. We have expandable contracts with Amazon Web Services that enables limitless online

capacity. Many of our competitors will not have this level of dual capacity. The present company leadership structure is not sufficient to acquire the increased work we anticipate will be available due to our dual capacity for live (in person and synchronous) and asynchronous online programs.

Interested parties should contact Dr. Ribas at the email in the letter head above.

What Does it Entail to be Active Equity Partner: The structure of the active equity partnership would follow that of typical active equity partnerships. The partner will purchase a portion of the company that is equal to at least 25% but not more than 50%. Dr. Ribas will work full time and the equity partner must work between .6 and 1.0 as an employee of the company. Like all corporations the compensation level of the partners would be structured with a base pay throughout the year and profit equity distributions at the end of each year. If the company is owned 50% and 50% then each partner would receive 50% of the end of year

profits. The profits are typically distributed after the company state and federal taxes forms have been filed (typically in early March). However, quarterly distributions equal to the quarterly tax payments that cover the estimated profits could be made. The size of the equity partner's base salary would be agreed upon depending on the percentage of ownership and FTE. Annual profit bonus would be equal to the percentage of ownership.



The equity partner would have an office at the company offices at 596 Pleasant Street Norwood Ma. The partner, like Dr. Ribas, is expected to work on site in the office except when s/he is out doing training or consulting in districts. Each partner in the company also acts as one of the company services providers. S/he is expected to generate income for the company through training, consulting, and publishing. Full time work would include up to 8 weeks of vacation and 10 holidays per year.

If the equity partner purchases a stake below 50% s/he shall have the option to purchase additional stakes in the company up to 50% over the next five years. At the end of the five years Dr. Ribas will have the option of continuing as an equity partner or sell some or all of his share of the business. The active equity partner shall have first refusal for purchasing Dr. Ribas’s stake at a mutually agreed upon price based on the value of the company at that time.

What Are the Advantages of Being an Active Equity Partner

An active equity partner receives two income streams. The first is her/his yearly income (salary and end of year profits) working as a partner in the company. The second is the equity that can be sold or passed on to family (similar to real estate). As the company grows the value of the partner’s equity stake grows.

1. Ribas Associates has developed 150 live training programs offered either synchronously online or in person. Thousands of hours of work have gone into developing these programs.
2. Ribas Associates provides 50 of these programs as asynchronous online programs. These programs are hosted on the company leased Moodle courseware site which resides on the Amazon Web Services (AWS) cloud. Ribas has another 50 programs that can be made into asynchronous online programs within two weeks if a client chooses to contract for the program. An online presence this large requires a significant initial financial investment, which we have made. We have expandable contracts with a Moodle company and Amazon Web Services that give us the ability to easily add capacity as we need it. We have our own technology support person for asynchronous programs thus avoiding the very high hourly costs of contracting for technology support. We have several staff members trained to develop and post up courses on our Moodle site. It is estimated that after the pandemic ends, districts will be doing more online training than they did prior to the pandemic because of its cost and flexibility.
3. Six books are written, published, and distributed by the company. Two of the books are available online through Apple Books and Amazon.com. The company uses Apple Books in addition to Amazon because Amazon takes 70% of the cover price. Apple Books only takes 30% of the cover price. We have all the staff and structures needed to publish books (writers, editors, designers, compositors, printer, permissions staff, warehouse space, shipping and handling operation, the ability to transform books into ebooks for sale on Amazon or Apple Books).
4. Ribas Associates has the sales and marketing software packages Salesforce and Icontact. We have a contract that allows us to send 50,000 emails each month. We design our own advertisements saving the cost of a designer. The people who view those emails and visit our website are reported back to us through our Salesforce software. We have an email data base of over 3500 administrators loaded in our Salesforce.
5. Ribas Associates has two software contracts that enable it to run a profitable online store for books and professional learning. They are Ecwid and Bank of America Merchant Services. This software allows us to place an array of products on our website that may be purchased via credit card or purchase order. With those contracts comes the security that is vital to any company that accepts credit cards.
6. Ribas Associates is an approved provider of all forms of professional development by the



Departments of Education in the states of Rhode Island and Massachusetts. These approvals were obtained by completing time consuming and rigorous approval processes. New Hampshire and Maine do not require department of education approvals so Ribas is eligible to provide professional development in those states as well. We do not know if there are approval requirements in Connecticut and Vermont since, to date, we have not done any work in those states.

7. We recently updated our website with functions that are not available on standard websites. This includes the ability to read all the content clearly on computer, phone, and tablet. It tracks visits to the website from which we can get reports indicating who has visited the website and what they viewed on the site.
8. Ribas Associates has 157 different clients who have done work with us

over the past five years. The company has the name recognition of 20 years of high-quality client service.

9. Education training, consulting, and publishing is competitive with large national companies. The structures noted above give Ribas Associates the same structures as those companies thereby allowing it to compete on the same level.
10. Ribas Associates has no debt. We have strong cash flow and have been profitable all 20 years we have been in business.

Company Clients and New Client Acquisition

Over the past five years Ribas Associates has worked with 157 different clients. The engagement with these clients varies from a single program in a single year to multiple programs in multiple years.

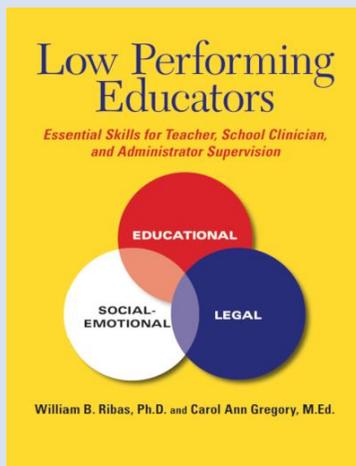
Massachusetts 137

New Hampshire 9

Rhode Island 8

Other 2

The list with client names will be shared if the discussion reaches the level of a signed Mutual Non-Disclosure Agreement.



How Business is Acquired: The company acquires business in five ways. **First**, all of the company products are advertised using Icontact email marketing and Salesforce. The company maintains a contract that enables it to send 50,000 emails to prospective clients each month (600,000 a year). The company maintains a Salesforce account with the emails and contact information of school administrators in the New England States. **Second**, the company acquires work by purchasing display space at principal and superintendent conferences and consultants often present at these conferences. **Third**, Ribas Associates has a 20 year track record of high quality service and receives many “word of mouth” referrals. **Fourth**, Ribas consultants have excellent reputations as experienced educators and their network is a source of new contracts and renewed clients. **Fifth**, in addition to our own marketing of our books, Ribas books are sold by three organizations. Three of our books appear on the website for the Collaborative for Academic

and Social Emotional Learning (CASEL). Two of our books are sold as part of the book store for the American Association of School Personnel Administrators. A select group of our books also appear on Amazon.com and Apple Books.

Requirements to be Considered for an Active Equity Stake

People who will be considered for a partnership stake must have the following qualifications:

1. Experience and credentials that would enable the partner to teach company programs and/or her/his personally developed programs.
2. Be able to demonstrate at least \$75,000 in assets that can be used as a cash down payment to purchase her/his equity stake. The partner may finance the additional cost of the stake from a bank, the U.S. Small Business Administration, or a reputable financial institution.
3. A willingness to work with district leaders to acquire new clients.
4. Live in a geographic location that allows the partner to work in the company offices at 596 Pleasant Street Norwood, MA when not in districts consulting.
5. Complete due diligence of the company’s public information including: close review of the content of the website including the consultant biographies, the program of studies, the website descriptions of the books, a sample of an asynchronous online program, and other pertinent information.
6. Be available to work at least .6 in the Norwood office by a mutually agreed upon start date.

Once demonstrating the requirements above the prospective partner and the company president will sign a mutual non-disclosure agreement. Once the agreement is signed the prospective partner and the company will be given:

1. A professionally developed company valuation that includes five years of company financial records and a list of assets and intellectual property owned by the company. Five years of company tax returns can also be made available.
2. The prospective partner will provide financial records or loan pre-approval for a sufficient amount of money to purchase at least a 25% stake in the business.
3. Any other information either party considers important to make a decision as to whether or not to enter into a partnership.

Interested parties should contact Dr. Ribas at email in the letter head above.

For a comprehensive look at all the programs we offer please use the following links.

Program of studies

<https://www.ribasassociates.com/wp-content/uploads/sites/6639/2019/04/Program-of-Studies-APRIL-2019.pdf>

ESSER Grant and Learning Recovery and Learning Acceleration Programs

<https://www.ribasassociates.com/wp-content/uploads/sites/6639/2019/12/ESSER-Grant-and-Learning-Recovery-Resources-v.5-1.pdf>

Parent Programs

<https://www.ribasassociates.com/wp-content/uploads/sites/6639/2020/04/Zoom-parent-programs-v.3.pdf>

Paraprofessional and Assistant Teacher SEL Training

<https://www.ribasassociates.com/wp-content/uploads/sites/6639/2020/04/SEL-Program-Description-Paraprofessionals-1.pdf>

Teacher, School Clinician, and Administrator SEL Training

<https://www.ribasassociates.com/wp-content/uploads/sites/6639/2020/04/SEL-Program-Description-Teachers.pdf>

Special Education Paraprofessionals

<https://www.ribasassociates.com/wp-content/uploads/sites/6639/2020/04/Sped15PDP-paraasstteacher.pdf>

Teacher, Administrator and School Clinician Special Education

<https://www.ribasassociates.com/wp-content/uploads/sites/6639/2019/09/Sped-15-PDP-Individ-Signup-19-20.pdf>

ELL Teachers, School Clinicians, and Administrators

<https://www.ribasassociates.com/wp-content/uploads/sites/6639/2020/11/ELL15-PDP-Individual-Signup-19-20.pdf>

ELL Paraprofessionals and Assistant Teachers

<https://www.ribasassociates.com/wp-content/uploads/sites/6639/2020/04/ELL15PDP-paraasstteacher.pdf>

Succeeding with Low Socio-Economic Status Students and Families

<https://www.ribasassociates.com/wp-content/uploads/sites/6639/2020/07/Flyer-Poverty.pdf>

All para professional programs

<https://www.ribasassociates.com/wp-content/uploads/sites/6639/2020/10/Paraprofessional-onlinev4-1.pdf>

Identifying and Addressing Implicit Bias in Our Schools

<https://www.ribasassociates.com/wp-content/uploads/sites/6639/2020/10/Implicit-Bias-v.2.pdf>

Use this link to learn more about our books:

<https://ribasassociates.ecwid.com/Publications-c28139414>

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