LANDSCAPING MAINTENANCE & SNOW REMOVAL •
EMPLOYEE OWNERSHIP TRUST

NCEO | NATIONAL CENTER FOR EMPLOYEE OWNERSHIP

Mainscape, Inc.

A high-engagement culture built over four decades, now anchored in an ownership structure designed to outlast its founder

750
Employee-Owners

2026
EOT Established

$92M
Annual Gross Revenue

11
States Served

10%
Employee-Owned
Initial tranche; majority transition targeted for 2035

1981
Founded

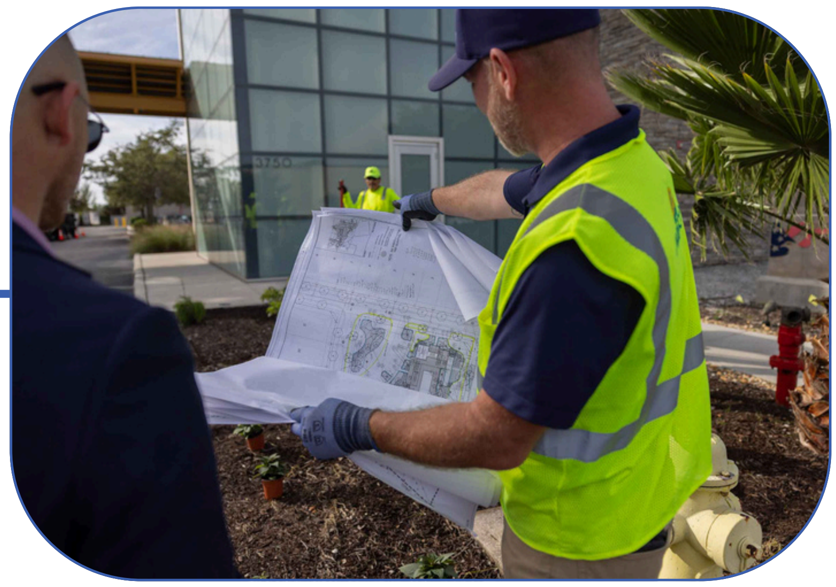
The Journey to Employee Ownership

Mainscape's employee ownership trust takes the form of a perpetual purpose trust (PPT). A PPT is organized around a stated purpose rather than a set of owners, which means the company's mission is written into the ownership structure itself and protected in perpetuity.

2007
The Challenge

Mainscape faced a founder-driven succession challenge: David Mazanowski, the sole owner, recognized it was his responsibility to determine what would happen to the company when he was no longer able to lead it. He sought a path that would protect Mainscape's mission, culture, and employees far beyond his lifetime. Over decades, his philosophy had shifted from ownership to stewardship, believing he had merely been entrusted with the company and that a great company is one where employees truly flourish, especially those at the entry level.

This created a tension: traditional succession (sale, private equity, or passing ownership through family) risked mission drift. Yet the business needed a durable structure that guaranteed continuity and protected employees as the core "economic owners" (as they call them). This unresolved succession need—combined with a deep desire to preserve a faith-driven mission and ensure long-term employee benefit—ultimately led Mainscape to explore employee-oriented ownership models.



2010–2023
Exploring EO

For nearly two decades, Mainscape explored a wide range of ownership transition options in search of a structure that could protect its purpose, care for employees in the long term, and ensure the company would remain independent. The company twice began the process of converting to an ESOP, once in 2010 and again in 2015, but stopped both efforts after significant planning. While ESOPs offered tax advantages, they also revealed challenges that conflicted with Mainscape's long-term goals, such as repurchase obligations, trustee requirements, and slow wealth-building timelines for younger employees.

During this same period, Mainscape also explored strategic sale paths, entering into two signed LOIs with a large industry strategic buyer (first in 2016–17 and again in 2019). Both deals progressed deep into due diligence before being terminated, reinforcing concerns that selling the company would compromise its mission, alter its cultural identity, and prioritize short-term financial returns over the people the company was built to serve.

By 2021, after additional discussions with private-equity-backed firms, leadership reached a clear conclusion: neither private equity nor strategic consolidation would allow Mainscape to remain true to its purpose of empowering employees and impacting communities. That same year, the company updated the founder's estate plan to move Mainscape into a charitable trust upon his passing—but this protection would activate only after death and didn't provide the governance stability needed for a living, enduring transition.

This prompted Mainscape to keep searching for a model that could lock in mission now, not years later. Beginning in 2023, the perpetual purpose trust (PPT) concept surfaced through a podcast about ESOPs that mentioned Zingerman's and its unique approach; further research led Mainscape to formally commit to designing a purpose-driven trust model. Over the next several years, the company evaluated options, built out supporting programs, and prepared for a long-term transition. In the end, after years of evaluating ESOPs, private equity, strategic buyers, charitable structures, and intentionally defective grantor trust (IDGT) approaches, the PPT emerged as the only structure capable of providing permanent mission protection, ensuring stable self-governance, avoiding extractive ownership, and centering employees as long-term beneficiaries—the clearest expression of Mainscape's purpose and the most durable foundation for future generations.

2025

Evaluation & Implementation (continued)

As Mainscape prepared for its long-term transition into a PPT, leadership evaluated four structural pathways for transferring ownership in a way that honored the company's mission, protected financial stability, and minimized operational disruption, with an eye toward completing the majority transition by January 1, 2035—aligning with the company's 50-year milestone and the symbolic Year of Jubilee.

The first option, known as The Gateway Tranche, centered on transferring 10% of the company into an IDGT. This provided a simple, low-friction way to initiate the transition: the company could remain an S corporation while putting essential governance elements into place—formalizing the Trust Stewardship Committee, appointing the trustee and trust enforcer, establishing the seller note, and setting up communication frameworks. The relatively small initial transfer forced the organization to build out trust-related infrastructure while avoiding the upheaval of an immediate full conversion, acting as both a proof of concept and a foundation for the eventual full PPT structure.

A second pathway involved David Mazanowski and the PPT co-owning Mainscape, with ownership transitioning gradually over time as finances allowed. This was the most traditional approach and would have made all employees beneficiaries of the trust from day one. However, it required converting the company into a C corporation, triggering an immediate $4–5 million tax outlay spread over several years that would have impacted the company's ability to pay out profit sharing and operate as it currently did. It also introduced the risk of double taxation on future payouts to the founder. Despite its simplicity on paper, the cash burden and tax exposure made this option difficult to justify.

A third, more phased approach involved selling Mainscape to the PPT one operating unit at a time, with individual branches or business lines spun off into separate C corporations and transferred incrementally. This created clear ownership delineation, aligned with Mainscape's long-term acquisition strategy, and avoided large upfront tax costs—lower valuations on individual units also reduced tax burdens, and separating operations offered liability-protection benefits. However, different branches would have held different ownership statuses during the transition, requiring substantial coordination to maintain cultural and operational consistency, along with added legal work, governance oversight, and valuation compliance. There was also a risk of running out of time or favorable tax treatment before completing the transition, which would require either donating the remainder to the National Christian Foundation (NCF) or having the trust purchase remaining units from the founder's estate.

The final option was to continue on the charitable trust path with NCF, established in 2021 as part of the founder's estate plan. While purpose-aligned and tax-efficient, this model would not activate until the founder's death and did not provide the governance durability needed for a living transition—ultimately insufficient for a company committed to securing mission permanence during the founder's lifetime.

The evaluation made clear that initiating the transition through a manageable 10% IDGT tranche—while designing for an eventual perpetual purpose trust—offered the strongest combination of mission protection, operational stability, and financial prudence.

Purpose Owned and Lumo Group helped with all of the initial design and planning, laying out the options, designing the governance structure, and educating leadership on how it all worked. Kate Kilberg (Kilberg Law) drafted the trust from the design developed with Natalie Reitman-White (Purpose Owned) and Peter Koehler (Lumo Group); as originally drafted, it was not an IDGT. Rodney Retzner (Krieg DeVault) modified the original document to make it an IDGT and handled all corporate document updates, such as bifurcating the stock.

The C corporation tax bill was a significant concern, and leadership worked to delay it as long as possible. Before settling on the Gateway Tranche, the company evaluated a full conversion to PPT, the one-operating-unit-at-a-time approach, and revisited the charitable trust option once more. That evaluation process took about a year and a half to complete; once Mainscape landed on the Gateway Tranche, however, implementation moved quickly.

2025

Evaluation & Implementation (continued)

2025

Evaluation & Implementation (continued)

Mainscape's long-term vision is to serve as a lighthouse—a clear, purpose-driven alternative for owners across the landscaping industry who are seeking a different path from traditional private equity consolidation or conventional succession. The company's transition into a PPT positions it to demonstrate that large, multi-state service companies can thrive while remaining mission-anchored, employee-centered, and permanently independent. This lighthouse role is rooted in the company's belief that purpose-driven ownership can shape not only how a business performs, but how it impacts people and communities for generations.

A central component of this future vision is Mainscape's ability to attract and support like-minded companies. The organization is already considered one of the few "platform-ready" firms in the industry, with the leadership structure and shared services capabilities—spanning executive management, accounting, HR, IT, safety, and training—needed to integrate additional businesses without compromising operational excellence. These capabilities form the backbone of the company's plan to begin marketing its lighthouse model and preparing internal systems so it can onboard other purpose-aligned companies in the future.

Industry dynamics further reinforce this opportunity. With private equity controlling much of the upper tier of the landscaping sector and a large wave of owner retirements anticipated between 2025 and 2035, many founders feel they have limited options. Mainscape aims to illuminate a new path—one where founders can protect their people, preserve their culture, and join a long-term, values-aligned ecosystem built around stewardship rather than short-term financial extraction. The company sees this model as a way to counter the repeated ownership changes that often erode purpose and identity within PE-backed rollups.

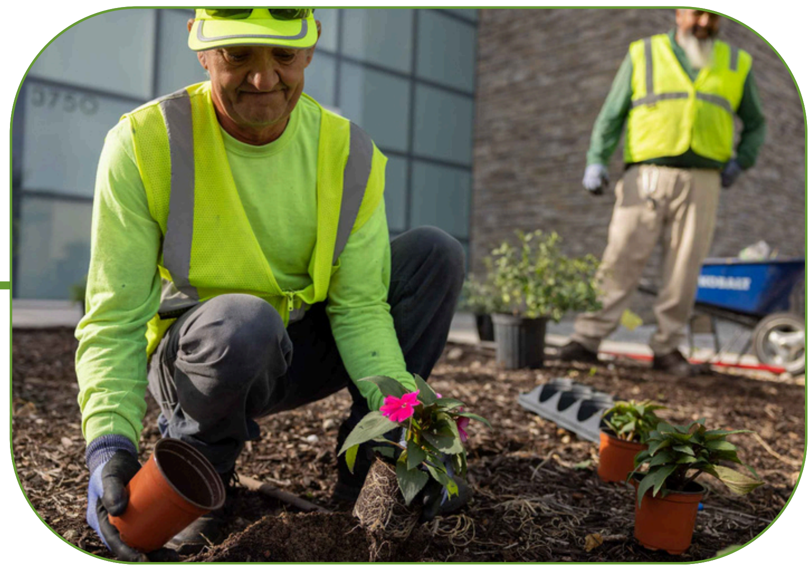
Internally, the future vision is expansive and people-centered. Over the next two decades, the company intends to positively impact more than 10,000 team members, strengthening their personal, economic, and spiritual lives. The trust structure supports this by ensuring permanent self-governance, consistent mission, and profits that serve the company's identified purpose—benefiting employees annually. In this model, every team member is part of a structure designed for long-term stability, empowerment, and personal growth.

Ultimately, Mainscape's aspiration is to show the industry what is possible when a company commits to honoring people, protecting purpose, and operating with a long-term horizon. By demonstrating that trust-owned companies can scale while maintaining excellence, stability, and generosity, the company aims to inspire a new generation of business owners to imagine a more human-centered, purpose-driven form of capitalism—one where organizations are built not to be flipped, but to endure.

In total, the process cost roughly $250,000, with about $115,000 of that spent after the Gateway Tranche concept was locked in. Leadership acknowledged that sorting through unfamiliar options is inherently expensive, and that going through the full evaluation was likely what built their own understanding in the first place. Natalie brought the team up to speed on the fundamentals, and she and the company's attorney suggested exploring the IDGT—a significant move—before ultimately scaling the tranche back to 10%, which allowed the transition to happen now rather than three years later, with considerably less anxiety.

Today, Mainscape's trust purpose can be summarized as follows:

- Stewardship & Permanence: The trust permanently protects the company from aggressive PE acquisitions or short-term flipping.
- Economic Ownership: The trust mandates annual profit-sharing distributions and wage growth, particularly targeting entry-level workers.
- Values-Driven Culture: The trust preserves a mission-anchored workplace focused on employee mentorship, holistic development, and community impact.



2026

Current Success & Vision

"As a company, we had companywide profit sharing, incentive programs, and employee programs in place prior to making this shift. The transition to an EOT will lock in this culture and allow us to expand upon it in the long term."

Mark Forsythe, CEO,

on the expected impact of the EOT on Mainscape's culture and engagement

Top Three Takeaways

Selling to Private Equity Isn't the Only Option Available for Business Succession

Private equity and strategic sale can feel like the default succession path, but they often mean new owners focused on short-term returns and a shift away from the culture a founder built. Alternative structures, such as EOTs and PPTs, offer a way to pass on a business while keeping it independent and accountable to the people who sustain it.

The Gateway Tranche Is a Great Way to Get Started and Build Momentum

Rather than converting to a new ownership structure all at once, some companies start by moving a smaller percentage of ownership first, building out governance infrastructure without the upheaval of a full conversion. For companies wary of moving too fast, starting small can be the key to building lasting momentum.

Learn From Companies That Have Gone First

The landscape of employee ownership options can be overwhelming, and in a field this new, no single advisor has every answer. Talking with companies that have already built out their governance, and with those just getting started, surfaces options and tradeoffs that are hard to find any other way. Hearing how others solved the same problem is often what makes it possible to pick the structure that actually fits.

Learn how your company could benefit from an EOT transition. Contact the NCEO's technical content manager, Matthew Licina, at mlicina@nceo.org.

NCEO NATIONAL CENTER FOR **EMPLOYEE OWNERSHIP**