Agency Costs of Dry Powder in Private Equity Funds

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Dry Powder in Private Equity Funds



The New York Times Magazine

ON LANGUAGE

Keeping Your Powder Dry

By William Safire

- Gunpowder had to be stored and be dry to be immediately available
- "Keep your powder dry" means "remain calm, keep cool" (NY Times)
- In the context of private equity, dry powder refers to cash still available for investment purposes or "unspent capital", i.e. committed capital by LPs that has not been invested yet

FORTUNE



FINANCE • PRIVATE EQUITY

Private equity firms are sitting on \$1.5 trillion in unspent cash, and looking to raise more

BY ANNE SRADERS

January 25, 2020 8:00 PM GMT+1

Opinion **Private equity**

The private equity bubble is bound to burst

There are worrying signs that the sector is becoming a victim of its own success

PATRICK JENKINS



Scope







Contract features

- *Fees (GP compensation)* : Management fees / Carry interest / Monitoring fees/ Transaction fees
- Hurdle rate
- Catch-up
- Waterfalls
- Clawback



We model GP investment behavior based on their expected fees





We model the GP investment behavior when the basis of fee computation changes

- The expected fees of GP depend on the expected return of the GP, the carry and management fees, exit rate and time to exit. In a first extension, we introduce deal leverage
- Management fees, leverage and expected returns outcome as having a material impact on the dry powder from the revenue management model



We analyze the impact of fees, GP expected return (based on its past performance) on the abnormal level of dry powder at the end of the investment period

- Data: **383 fund sponsoring 1,011 US LBO deals** during the period 1980 2019
- Small funds, funds with low management fees or GP with a weak track record are more likely to have an abnormal level of dry powder at the end of the investing period
- This situation leads to **agency costs**: We give evidence of loss in performance for funds with abnormal dry powder at the end of the investing period



We examine the characteristics of **deals** performed **at** and **after vintage year + 4**

- Data: from 105 to 230 deals on which we have sufficient information (deal terms and exit conditions)
- We find that high levels of dry powder lead to investment distortions where GPs focus more on maximizing their fees rather than maximizing the value for LPs
 - Deals undertaken at the end of the investing period by funds with a large volume of dry powder are under-leveraged, are larger and performed with less syndication to maximize the equity spent

Literature review



Agency/contract theory

Jensen & Meckling (1976, JFE)

Metrick & Yasuda (2010, RFS)

Axelson *et al.* (2009, JF); Axelson, *et al.* (2013, JF)

GP experience and reputation

Gompers (1996, JFE)

Kaplan & Schoar (2005, JF)

Ljungqvist et al. (2020, FM)

Dry Powder and buying pressure

Arcot et al. (2015, JFE)

Degeorge et al. (2016, JFE)

PE performance

Phalippou & Gottschalg (2009, RFS)

Chung et al. (2012, RFS)

Harris et al. (2014, JF)

Robinson & Sensoy (2016, JFE)







Scenario 1 (DP = 0)

$$E(Fees)_{T2|S1} = \alpha_0 K(1-x) + \alpha_1 [Kx(1+RT2) + (1-x)K(1+R(T2+1)) - K(1+eT2)]$$

Where $\alpha_0 K(1-x)$ Kx(1+RT2) (1-x)K(1+R(T2+1))K(1+eT2)

Total management fees at time T2 Cum. perf. of the exited investments Cum. perf. of the not yet exited investments Min. LP remuneration



Scenario 2 (DP > 0)

$$E(Fees)_{T2|S2} = a\alpha_0 K(1-x) + \alpha_1[$$

(1-a)K(1+RD+bD) + aKx(1+RT2)
+ a(1-x)K(1+R(T2+1)) - aK(1+eT2)]

Where $a\alpha_0 K(1-x)$ (1-a)K(1+RD+bD)aKx(1+RT2)a(1-x)K(1+R(T2+1))aK(1+eT2)

Total management fees at time T2 Potential perf. of the not yet invested capital Cum. perf. of the exited investments Cum. perf. of the not yet exited investments Min. LP remuneration



Scenario 1 (DP = 0)	Scenario 1 (DP > 0)
$E(Fees)_{T2 S1} = \alpha_0 K(1-x) + \alpha_1 [Kx(1+RT2) + (1-x)K(1+R(T2+1)) - K(1+eT2)]$	$E(Fees)_{T2 S2} = a\alpha_0 K(1-x) + \alpha_1[$ (1-a)K(1+RD+bD) + aKx(1+RT2) + a(1-x)K(1+R(T2+1)) - aK(1+eT2)]

Indifference relationship

$$\triangle E(fees_{T2|S2-T2|S1}) = 0$$

$$a = \frac{1}{1 + \frac{\alpha_1(bD)}{\alpha_0(1-x) + \alpha_1[R(T2-x-D)-eT2)]}}$$

Fee compensation scheme and DP







GP expected return and DP



Extension 1

Introducing leverage L= D/K						
Deal Value = aK + aKL	$cost \ of \ leverage = (1 + r_0) a K L$					

Indifference relationship

$$\triangle E(fees_{T2|S2-T2|S1}) = 0$$

$$L = \frac{(1-a)\alpha_0(1-x) + \alpha_1[(1-a)(RD+bD) + (a-1)(R(T2+1-x) - aeT2)]}{\alpha_1[(1-a)(RD+bD) + (a-1)(R(T2+1-x) - ar_0]}$$

Extension 1





Extension 1





Extension 1







Data

S&P CIQ
database

LBO deals: Going Private Transaction, LBO, MBO,SBO, Platform *Deal information:* Entry price, entry multiple, target financial metrics, deal syndication

EIKON

Eikon LBO loans – Adding information on the deal leverage



Data (continued)

Private Capital Deals Search Buyout – Adding information on the price/multiple

Private Capital Exits Search Buyout – Adding information on the exit, investment duration, type of exit

Preqin modules *Private Capital Funds* – Adding information on GP characteristics (fund number series, fund size, fees structure, fundraising info)

Private Capital Performance — Adding information on GP performance

Private Capital Cash Flow – Adding information on fund cash-flow distributions and dry powder



Summary statistics (1)

		Sample	e 1.2		Sample 2.2			Sample 1.3				
Deal characteristics	Mean	Std. Dev.	Ν	N(funds)	Mean	Std. Dev.	Ν	N(funds)	Mean	Std. Dev.	Ν	N(funds)
Entry characteristics												
Entry price (million USD)	717.79	820.96	1,011	383	1035.40	880.62	578	94	927.80	872.80	378	65
Leverage of the deal (%)					55.74	28.00	578	94				
Number of funds	1.41	0.79	1,011	383	1.57	0.89	578	94	1.57	0.85	378	65
Target revenue (million USD)	1393.17	3483.38	532	109	1749.20	3964.42	353	58	1787.73	4636.21	231	39
Target EBITDA margin (%)	15.73	12.11	349	63	16.41	10.91	262	46	17.02	11.72	162	28
Entry revenue multiple	1.78	1.46	490	79	2.06	1.56	332	52	2.00	1.60	215	35
Entry EBITDA multiple	11.75	21.45	339	62	11.11	17.21	256	47	10.98	8.60	153	27
Target total assets (million USD)	1069.84	1513.82	317	37	1334.10	1464.43	232	38	1315.32	1500.95	317	21
Exit characteristics												
Exit price (million USD)									1235.97	2585.70	378	65
Investment duration									4.82	2.59	378	65
Exit multiple									3.39	1.77	5	8
Return (cash multiple)									2.15	5.78	378	65

Summary statistics (2)



	All Funds			Q1 Dry Powder Y4		Q4 Dry Powder Y4		Diff Test Y4
	Mean	Std. dev.	Ν	Mean	Ν	Mean	Ν	(Q1 – Q4)
Dry powder Y4	0.315	0.191	383	0.071	96	0.562	95	(0.492)***
Dry powder Y5	0.179	0.164	383	0.014	96	0.369	95	(0.354)***
Dry powder Y6	0.094	0.139	383	-0.017	95	0.221	96	(0.238)***
Dry powder change (Y4 to Y6)	0.221	0.138	383	0.088	96	0.341	95	(0.253)***
Fund size (million USD)	2058.09	3173.9	383	2848.481	96	1664.596	95	1183.885***
TVPI	1.73	0.555	383	1.78	96	1.72	95	0.06
KSPME	1.27	0.405	383	1.34	96	1.25	96	0.09*
Past perf. (TVPI)	1.90	0.610	223	2.06	63	1.78	53	0.276***
Past perf. (KSPME)	1.277	1.337	223	1.62	63	1.13	53	0.49*
Management fees (%)	1.90	0.270	166	1.82	39	1.91	50	(0.17)
Carried interest (%)	20.29	2.227	195	20.54	44	20.55	54	(0.01)
GP Fundraising 1 (%)	0.32	0.470	383	0.41	96	0.23	96	0.18***
First fund (%)	0.11	0.318	383	0.13	96	0.11	96	0.02
Mid-experienced fund (%)	0.39	0.490	383	0.33	96	0.43	96	(0.10)*
Experienced fund (%)	0.50	0.500	383	0.53	96	0.45	96	0.08



Empirical analysis > Fund level analysis (1)

$$y_{4,i} = \alpha_{\nu} + \beta_{\phi} X_i + \gamma_{\mu} Z_i + \varepsilon_i$$

$$y_{4,i} = \begin{cases} 0 & \text{if } DP_{4,i} \leq Median(DP_{4,i}) \\ 1 & \text{if } DP_{4,i} > Median(DP_{4,i}) \end{cases}$$

- $DP_{4,i}$ Level of dry powder 4 years after the vintage year of the fund_i
- X_i Matrix of the ex-ante contract features (management fees, carried interest, exp. returns)
- Z_i Matrix of control variables (fund size, GP experience, GP fundraising, fund risk)

Vintage year fixed effects included

Empirical results > Fund-level analysis (1)



Fund / GP features and dry powder (Table 6) – Sample 1.2

	1	2	3	4
Infrequent fundraiser	0.069	0.147	-0.244	0.152
	(0.152)	(0.385)	(0.463)	(0.547)
Fund Size	-0.096	-0.103	-0.450*	-0.606*
	(0.070)	(0.175)	(0.249)	(0.333)
GP Experience	-0.016	-0.133	-0.186*	-0.273*
	(0.035)	(0.095)	(0.110)	(0.150)
GP Fundraising 1	-0.663***	-1.724**	-1.471*	-1.735*
	(0.180)	(0.676)	(0.761)	(0.927)
Management Fees			-2.731**	-3.334**
			(1.282)	(1.571)
Carried Interest			-0.042	0.013
			(0.116)	(0.148)
GP Past perf. (TVPI)				-1.785***
				(0.646)
Beta_1				0.554
				(1.478)
Vintage Year Fixed Effect	Yes	Yes	Yes	Yes
N	372	72	72	72
Pseudo R-Squared	0.1005	0.2764	0.3388	0.4606

86% of our funds change the basis for fee computations in the harvesting period

Empirical results > Fund-level analysis (2)



Fund / GP features and dry powder (Table A.3) – Sample: All closed PE funds (Preqin)

	1	2	3	4
Infrequent fundraiser	-0.221***	0.135	0.145	0.123
	(0.074)	(0.241)	(0.251)	(0.254)
Fund Size	-0.132***	-0.107	-0.207	-0.202
	(0.070)	(0.108)	(0.128)	(0.129)
GP Experience	0.026*	-0.100*	-0.120	-0.135**
	(0.014)	(0.058)	(0.062)	(0.064)
GP Fundraising 1	-0.443***	-0.428	-0.296	-0.194
	(0.088)	(0.353)	(0.367)	(0.375)
Management Fees			-1.006**	-1.085****
			(0.511)	(0.532)
Carried Interest			-0.012	-0.003
			(0.047)	(0.049)
GP Past Perf.				-0.251
				(0.189)
Beta_1				0.881
				(0.660)
Vintage Year Fixed Effect	Yes	Yes	Yes	Yes
N	1374	142	142	142
Pseudo R-Squared	0.0697	0.1452	0.1860	0.2021

Empirical results > Fund-level analysis (3)



Fund / GP features and dry powder (Table A.4) – Sample 1.2 – OLS regression

	1	2	3	4
Infrequent fundraiser	0.006	0.033	0.021	0.033
	(0.021)	(0.047)	(0.050)	(0.046)
Fund Size	-0.010	-0.014	-0.030	-0.042*
	(0.009)	(0.021)	(0.024)	(0.224)
GP Experience	-0.003	-0.027**	-0.027**	-0.024**
	(0.004)	(0.011)	(0.011)	(0.010)
GP Fundraising 1	-0.091***	-0.211***	-0.203**	-0.187**
	(0.024)	(0.071)	(0.078)	(0.072)
Management Fees			-0.144	-0.164*
			(0.098)	(0.090)
Carried Interest			0.001	0.006
			(0.011)	(0.011)
GP Past Perf.				-0.135***
				(0.037)
Beta_1				0.118
				(0.124)
Vintage Year Fixed Effect	Yes	Yes	Yes	Yes
N	372	72	72	72
Pseudo R-Squared	0.1458	0.3957	0.4176	0.5310



Empirical analysis > Fund level analysis (2)

Fund performance_i = $\alpha_v + \beta_\phi DP_{4,i} + \gamma_\mu Z_i + \varepsilon_i$

- Fund performance_{*i*} TVPI or KSPME (PE performance measure) of the fund_{*i*}
- $DP_{4,i}$ Level of dry powder 4 years after the vintage year of the fund_i
- Z_i Matrix of control variables (fund size, GP experience, GP fundraising)

Vintage year fixed effects included

Empirical results > Fund-level analysis (4)



Dry powder and fund sponsor performance (Table 7) – Sample 1.2

	T	VPI	KSPME		
	1	2	3	4	
Dry powder Y4		-0.442**		-0.413***	
		(0.193)		(0.137)	
Fund size (million USD)	-0.054	-0.059*	-0.013	-0.015	
	(0.033)	(0.034)	(0.024)	(0.024)	
GP Experience	0.029*	0.025	0.014	0.009	
	(0.017)	(0.017)	(0.012)	(0.012)	
GP Past Perf.	0.158**	0.133**	0.015	0.031	
	(0.061)	(0.060)	(0.037)	(0.037)	
Vintage year fixed effect	Yes	Yes	Yes	Yes	
Ν	223	223	223	223	
R-Squared	0.1893	0.2098	0.1626	0.1985	

Empirical results > Fund-level analysis (5)



Dry powder and fund sponsor performance (Table A.5) – Sample: All closed PE funds (Preqin).

	T۱	/PI	KSPME		
	1	2	3	4	
Dry powder Y4		-0.253**		-0.159**	
		(0.106)		(0.069)	
Fund size	-0.014	-0.020	-0.003	-0.001	
	(0.016)	(0.016)	(0.010)	(0.010)	
GP Experience	0.016**	0.017**	0.008*	0.008*	
	(0.007)	(0.007)	(0.004)	(0.005)	
GP Past Perf.	0.384***	0.375***	0.381***	0.373	
	(0.028)	(0.028)	(0.025)	(0.026)	
Vintage year fixed effect	Yes	Yes	Yes	Yes	
Ν	893	893	893	893	
R-Squared	0.2129	0.2179	0.2204	0.2243	

Empirical analysis > Deal level analysis



$X_d = \alpha_v + \beta_\phi DP_d + \gamma_1 Z_d + \gamma_2 Z_{d,f} + \varepsilon_d$

- X_d Dependent variable (cash return, log deal size*, entry multiple, leverage, deal syndication)
- DP_d Level of dry powder one quarter before the deal initiation
- Z_d Matrix of deal control variable (log deal size –except for equation*)
- $Z_{d,f}$ Matrix of fund sponsor control variables (fund size, GP experience, GP fundraising, GP past performance)

Industry and investment year fixed effects included



Empirical results > Deal-level analysis (1)

Dry powder and **deal size** (Table 10) – Sample 1.2

	Deal Investment Year >=Vintage year + 4						
	1	2	3	4			
DP	0.526	0.954**	0.976**	1.706**			
	(0.527)	(0.445)	(0.446)	(0.758)			
Fund size		0.769***	0.765***	0.787***			
		(0.085)	(0.087)	(0.132)			
GP Experience		-0.067*	-0.070*	-0.088			
		(0.040)	(0.040)	(0.057)			
GP Fundraising 2			0.178	0.018			
			(0.212)	(0.311)			
GP Past Perf.				-0.104			
				(0.285)			
Industry Fixed Effect	Yes	Yes	Yes	Yes			
Investment Year Fixed Effect	Yes	Yes	Yes	Yes			
N	230	230	230	230			
R-Squared	0.1058	0.3775	0.3797	0.4651			

Empirical results > Deal-level analysis (2)



	Deal Investment Year >=Vintage year + 4							
	1	2	3	4	5	6		
DP	-2.213**	-2.005**	-2.183**	-2.323**	-1.329			
	(0.865)	(0.852)	(0.853)	(0.877)	(0.809)			
Fund Size		-0.079	-0.067	-0.117	-0.100	-0.196		
		(0.140)	(0.139)	(0.155)	(0.138)	(0.156)		
GP Experience		0.168**	0.172**	0.167**	0.144**	0.159**		
		(0.075)	(0.074)	(0.075)	(0.067)	(0.073)		
GP Fundraising 2			-0.478	-0.578*	-0.413	-0.563*		
			(0.315)	(0.344)	(0.308)	(0.336)		
GP Past Perf.				0.152	0.854	0.134		
				(0.209)	(0.186)	(0.205)		
Deal Size					- 0.624***			
					(0.134)			
DP x High Deal Size						-3.046***		
-						(0.918)		
DP x Low Deal Size						-1.089		
						(1.026)		
Industry Fixed Effect	Yes	Yes	Yes	Yes	Yes	Yes		
Investment Year Fixed Effect	Yes	Yes	Yes	Yes	Yes	Yes		
N	105	105	105	105	105	105		
R-Squared	0.2784	0.3244	0.3436	0.3480	0.3130	0.3864		

Dry powder and cash on cash return (Table 9) – Sample 1.3

Empirical results > Deal-level analysis (3)



Dry powder and cash on cash return (Table A.6) – Preqin databases (deals and fund info)

	Deal Investment Year >=Vintage year + 4						
	1	2	3	4	5	6	
DP	-5.477**	-5.872***	-5.937***	-5.997***	-4.599***		
	(2.107)	(2.071)	(1.659)	(1.716)	(1.608)		
Fund size		-1.002**	-0.736**	-0.749**	-0.027	-0.589*	
		(0.394)	(0.324)	(0.388)	(0.358)	(0.336)	
GP experience		-0.034	-0.058	-0.059	-0.098	-0.071	
		(0.179)	(0.143)	(0.144)	(0.133)	(0.140)	
GP Fundraising 2			-2.295***	-2.314***	-2.099***	-2.559***	
			(0.724)	(0.738)	(0.680)	(0.727)	
GP Past Perf.				0.052	-0.176	0.109	
				(0.357)	(0.333)	(0.349)	
Deal Size					- 0.953***		
					(0.218)		
DP x High Deal Size						-7.662***	
						(1.803)	
DP x Low Deal Size						-3.253	
						(2.008)	
Industry Fixed Effect	Yes	Yes	Yes	Yes	Yes	Yes	
Investment Year Fixed Effect	Yes	Yes	Yes	Yes	Yes	Yes	
N	166	166	123	123	123	123	
R-Squared	0.1271	0.1787	0.3335	0.3336	0.4435	0.3734	



Empirical results > Deal-level analysis (4)

Dry powder and **deal pricing** (Table 11) – Sample 1.2

	Deal Investment Year >=Vintage year + 4					
	1	2	3	4	5	6
DP	3.771	4.047	4.418	3.900	3.858	
	(3.612)	(3.525)	(3.552)	(3.691)	(3.725)	
Fund size		-1.559*	-1.506*	-1.046	-1.373	-1.207
		(0.853)	(0.855)	(0.871)	(0.972)	(0.910)
GP experience		0.895**	0.919**	0.989**	0.990**	0.959**
		(0.367)	(0.369)	(0.392)	(0.394)	(0.394)
GP Fundraising 2			-1.862	-1.709	-1.643	-1.614
			(2.050)	(2.077)	(2.147)	(2.089)
GP Past Perf.				-0.507	-0.498	-0.494
				(0.933)	(0.941)	(0.935)
Deal Size					-0.099	
					(0.757)	
DP x High Deal Size						8.122
						(6.174)
DP x Low Deal Size						3.786
						(3.699)
Industry Fixed Effect	Yes	Yes	Yes	Yes	Yes	Yes
Investment Year Fixed Effect	Yes	Yes	Yes	Yes	Yes	Yes
N	120	120	120	120	120	120
R-Squared	0.1620	0.2290	0.2358	0.2383	0.2384	0.2444



Empirical results > Deal-level analysis (5)

	Deal Investment Year >=Vintage year + 4					
	1	2	3	4	5	6
DP	-16.834**	-18.041**	-19.872***	-20.396**	-22.579***	
	(7.173)	(7.335)	(7.480)	(7.798)	(7.936)	
Fund size		-1.634	-1.441	-1.565	-3.147	-1.438
		(1.471)	(0.714)	(1.564)	(1.957)	(1.592)
GP Experience		0.219	0.389	0.344	0.552	0.311
		(0.701)	(0.714)	(0.739)	(0.752)	(0.745)
GP Fundraising 2			-4.208	-4.458	-5.289	-4.421
-			(3.529)	(3.683)	(3.721)	(3.669)
GP Past Perf.				0.477	0.575	0.488
				(1.892)	(1.886)	(1.900)
Deal Size					2.124	
					(1.590)	
DP x High Deal Size						-24.153**
-						(10.989)
DP x Low Deal Size						-19.319**
						(8.135)
Industry Fixed Effect	Yes	Yes	Yes	Yes	Yes	Yes
Investment Year Fixed Effect	Yes	Yes	Yes	Yes	Yes	Yes
N	127	127	127	127	127	127
R-Squared	0.3379	0.3470	0.3565	0.3569	0.3689	0.3585

Dry powder and *leverage* (Table 12) – Sample 2.2



Empirical results > Deal-level analysis (6)

Dry powder and **deal syndication** (Table 13) – Sample 1.2

	Deal Investment Year >=Vintage year + 4					
	1	2	3	4	5	
DP	-0.211	-0.239*	-0.248*	-0.248*	-0.242*	
	(0.144)	(0.143)	(0.145)	(0.145)	(0.145)	
Fund size		-0.074***	-0.074***	-0.009***	-0.070**	
		(0.027)	(0.027)	(0.028)	(0.028)	
GP Experience		0.008	0.009	0.009	0.009	
		(0.014)	(0.014)	(0.015)	(0.015)	
GP Fundraising 1			-0.033	-0.035	-0.035	
			(0.076)	(0.078)	(0.078)	
GP Past Perf.				0.004	0.002	
				(0.035)	(0.034)	
Deal Size					0.047**	
					(0.021)	
Industry Fixed Effect	Yes	Yes	Yes	Yes	Yes	
Investment Year Fixed Effect	Yes	Yes	Yes	Yes	Yes	
N	230	230	230	230	230	
R-Squared	0.1155	0.1286	0.1289	0.1289	0.1364	

Concluding remarks



- Policy making
 - Design of optimal contract between GP and LPs: Focus on management fee and fee computation basis
 - New insight about the efficiency of GP-LPs contract terms: GP objective to maximize value creation for LP versus objective maximize the fee collection
- Next steps
 - Merge with other datasets to increase observations
 - Improve theoretical modelling
 - Work on you feedback ⁽²⁾ (very first presentation)

Thanks a lot for your attention !