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Agency Conflicts, Prudential Regulation, and Marking to Market. Tong Lu, Haresh Sapra, and Ajay Subramanian

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Motivation

• Financial crisis—role of fair value accounting—actively debated

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- Proponents of FV accounting

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 - regulators can intervene in a timely and effective manner
 - regulatory capital requirements—prevent inefficient choices or continuation of bad projects

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- market prices only discipline insiders if price signals reflect fundamentals
- assets/liabilities traded in relatively frictionless, competitive markets
- market prices along with regulatory capital requirements could induce myopic behavior—prevent selection of efficient, long-term projects.
- Central tradeoff—FV accounting could *simultaneously* mitigate inefficient choices of bad projects, but also hamper the choices of good ones—not been theoretically formalized.

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Our Paper

• We develop a theory of a financial institution to show how

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 - agency conflicts between shareholders and debt holders

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- How does FV accounting compare with historical cost (HC) accounting

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- How does FV accounting compare with historical cost (HC) accounting
- What are the optimal choices of accounting regime and prudential capital requirements?

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Main Results

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• Relative to benchmark HC regime, FV regime could

• mitigate *asset substitution* or *risk-shifting*—choices of risky, negative NPV projects

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- exacerbate under-investment due to *debt* overhang—avoidance of risky, positive NPV projects

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- Conflicting effects of FV accounting hold even if claims are traded in frictionless markets
- Asset substitution and under-investment work in opposing directions—increase in one mitigates the other
- Tradeoff between risk-shifting and under-investment especially pronounced at high leverage levels-typical of financial institutions

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Main Results

• Optimal choices of accounting regime and prudential capital regulation

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 - excess cost of equity capital relative to debt capital

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• FV dominates HC *provided* solvency constraints in respective regimes are optimally chosen

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- In reality, solvency constraints *uniform* across institutions of a given class (i.e. commercial banks or insurance firms)—Basel II and proposed Basel III
- In such a scenario, HC accounting could dominate FV accounting
- Important to choose appropriate accounting regime and tailor solvency constraint to the characteristics of the institution.
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Financial Versus Non-Financial Firms

• Theory specifically applicable to financial institutions

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- High leverage levels and prudential regulation are central to our theory

Model—The Environment

• Financial institution finances a long-term project through debt and equity

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- Project quality choice costly

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- Regulator chooses ex post efficient continuation strategy—no asset substitution

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Overview of Analysis

• Two accounting regimes

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 - optimal solvency constraint for each regime
 - optimal choice of accounting regime

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Long-Term Project and Capital Structure

• Two-period model with three dates 0, 1, 2.

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- Debt due at date 2—determined by face value M

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Project Payoffs



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Project Quality and Asset Substitution

Project quality q_i ∈ {q_L, q_H} where q_H > q_L—only observable by shareholders

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- Given $y = X_i$, terminal payoff, X_{ij}^T , takes values $(1 + z_j)X_i$ or $(1 - z_j)X_i$, where $0 \le r_L < r_H \le \frac{1}{2}$.

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- $z_j \in \{z_L, z_H\}$ where $0 \le z_L < z_H \le 1$ —degree to which r_j alters terminal payoff.

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• At any date t, the institution faces a solvency constraint

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- In FV regime—assets and liabilities are marked to market;

$$rac{D_t}{F_t} \leq c^{FV} ext{ where } t \in \{0,1\},$$

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- D_t—market value of debt; F_t—market value of total assets at date t
- In HC regime,

$$\frac{D_0}{A_0} \le c^{HC} \tag{2}$$

at date t = 0 and the intermediate date t = 1.

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Continuation and Transfer of Control

• If prudential constraint is satisfied, shareholders maintain control in second period

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 - could engage in asset substitution
- If constraint is violated—transfer of control to regulator
- Regulator closely monitors institution—ensures efficient continuation strategy—no asset substitution—chosen in second period

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Prudential
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Historical Cost Regime

$$rac{D_0}{A_0} \leq c$$
 at $t=0$ and $t=1$.

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- If solvency constraint satisfied at t = 0, it is automatically satisfied at t = 1
- No transfer of control at date 1

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Asset Substitution in HC Regime

Proposition (Asset Substitution in HC Regime)

Under the historical cost regime, shareholders choose asset substitution if and only if the maturity value M of debt is sufficiently high, that is, $M > c_0 y$, where $c_0 \equiv 1 - \frac{\frac{1}{2} - r_H}{\frac{1}{2} + r_H} z_H$.

• Call option on terminal payoff

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- As $\frac{1}{2} r_H$ (probability of good outcome given asset substitution) and/or z_H (spread of outcomes resulting from asset substitution) increases, asset substitution becomes more attractive to shareholders in period 2.

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- For high leverage levels, asset substitution likely in "good" and "bad" states

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Project Quality in HC Regime

Proposition (Project Quality in HC Regime)

Under the historical cost regime, shareholders choose low project quality if and only if the maturity value M of debt is sufficiently high. Specifically, (i) for $k \le k^*$, q_L is chosen if and only if $M > c_2 X_H$; (ii) for $k > k^*$, q_L is chosen if and only if $M > c_1 X_H$. In the above,

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- "Debt Overhang" (Myers, 1977)
- If face value of debt is sufficiently high, greater portion of payoff from project accrues to debt holders
- Because enhancing project quality is expensive, shareholders under-invest in project quality

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Asset Substitution and Under-Investment

Corollary (Asset Substitution and Underinvestment in the HC Regime)

If r_H decreases and/or z_H increases (i) the threshold level of the debt face value above which asset substitution occurs decreases for any value of the intermediate signal y; (ii) for given k, the threshold level of the debt face value above which the low project quality is chosen increases; and (iii) the threshold level k^* in Proposition 2 increases.

• As r_H decreases and/or z_H increases

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Asset Substitution and Under-Investment

Corollary (Asset Substitution and Underinvestment in the HC Regime)

- As r_H decreases and/or z_H increases
 - asset substitution occurs for a *larger* range of debt face values

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- Range of values of *M* that induce under-investment shrinks as asset substitution becomes more attractive
- *Increase* in propensity for asset substitution *alleviates* underinvestment



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Intuition for Tradeoff

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- At high leverage levels, payoffs from asset substitution greater for high state relative to low state
- Since high state more likely for high quality project, increase in propensity for asset substitution *increases* incentives to choose high project quality

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Optimal Capital Structure and Prudential Constraint in HC Regime

• Bank optimally finances project rationally anticipating project quality choice and asset substitution

Proposition (Optimal Prudential Constraint in HC Regime) The optimal prudential constraint in the historical cost regime is 1: $c^{HC} = 1$.

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Proposition (Optimal Prudential Constraint in HC Regime)

The optimal prudential constraint in the historical cost regime is 1: $c^{HC} = 1$.

- Prudential constraint has no bite at date t=1
- Sub-optimal for regulator to constrain capital structure choice

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Prudential
Regulation
and Marking
to Market
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Fair Value Regime

• Balance sheet marked to market every period

$$rac{D_0}{F_0}\leq c ext{ at } t=0 ext{ and } rac{D_1}{F_1}\leq c ext{ at } t=1,$$
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- D_t and F_t—market values of the institution's debt and assets at t
- If
 <u>D₁</u> > c—regulator takes control; closely monitors
 institution to ensure that there is no asset substitution in
 period 2.

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Asset Substitution in FV Regime

• Asset substitution decision and transfer of control determined simultaneously *in equilibrium*

Proposition (Asset Substitution in FV Regime)

Under FV regime, shareholders choose asset substitution if and only if the prudential constraint is greater than a threshold and the maturity value of debt lies in an intermediate interval. That is, asset substitution is chosen if and only if $c_0 < T(c)$ and $M \in [c_0y, T(c)y]$, where

$$c_0 \equiv 1 - \frac{\frac{1}{2} - r_H}{\frac{1}{2} + r_H} z_H; \ T(c) \equiv \frac{c}{\sqrt{1 + \lambda} - c(\sqrt{1 + \lambda} - 1)}.$$

For $M < c_0 y$, shareholders choose no asset substitution voluntarily. For M > T(c)y, no asset substitution is chosen because the prudential constraint is violated and transfer of control occurs.

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Transfer of Control and Asset Substitution in FV Regime

• Transfer of control mitigates asset substitution

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- A tight enough solvency constraint may completely rule out asset substitution

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Transfer of Control and Asset Substitution in FV Regime

- Transfer of control mitigates asset substitution
- A tight enough solvency constraint may completely rule out asset substitution
- As asset substitution becomes more attractive, regulator needs to choose tighter constraint to eliminate the possibility of asset substitution

Project Quality in FV Regime

Proposition (Project Quality in FV Regime)

Under the fair value regime, shareholders choose the low project quality q_L if and only if the maturity value M of debt is sufficiently high.

• Unlike *HC* regime, solvency constraint affects project quality

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Project Quality in FV Regime

• Smaller c is,

Project Quality in FV Regime

- Smaller c is,
 - higher the likelihood of transfer of control

Project Quality in FV Regime

• Smaller *c* is,

- higher the likelihood of transfer of control
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Project Quality in FV Regime

- Smaller c is,
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- Positive relation between transfer of control and under-investment
- Transfer of control *mitigates* asset substitution, but potentially *exacerbates* under-investment

Prudential	
Regulation	
and	Marking
to	Market

Tradeoff in Fair Value Regime



no asset substitution before the change





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Transfer of Control, Asset Substitution and Underinvestment

• Transfer of control in *FV* regime shuts down asset substitution

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- Transfer of control in *FV* regime shuts down asset substitution
- Such transfer of control is more likely the higher the leverage of the bank.

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- This is precisely when the option value of asset substitution is greater for the high state than for the low state
- Consequently, shutting down asset substitution via a change in control in the *FV* regime has a significant negative impact on the project quality choice in the first period.
- As asset substitution becomes more attactive (r_H decreases and/or z_H increases), positive relation between transfer of control and underinvestment becomes more pervasive

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Optimal Prudential Constraint in FV Regime

• As in HC regime, interior choice of capital structure optimal

Proposition (Optimal Prudential Constraint in FV Regime) Under the fair value regime, the optimal solvency constraint, c^{FV} , is $\frac{1}{1+\frac{k\sqrt{1+\lambda}}{X_H-k(1+\lambda)}}$.

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- Choosing a high value of *c* aggravates asset substitution problem in period 2
- Choosing a low value of *c* aggravates under-investment by increasing the likelihood of transfer of control
- Regulator minimizes expected inefficiencies from asset substitution and under-investment

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Effect of Prudential Constraint on Tradeoff



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Properties of Optimal Prudential Constraint in FV Regime

• Optimal constraint becomes tighter as excess cost of equity λ increases

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- Optimal constraint becomes tighter as excess cost of equity λ increases
 - As λ increases, leverage increases

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 - debt overhang problem less severe

FV Regime Versus HC Regime

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- In FV regime, solvency constraint has bite—transfer of control

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Comparison Between Two Regimes

Corollary (Comparison Between Accounting Regimes) Suppose that $c^{HC} = 1$ and $c^{FV} = 1 - \frac{k(1+\lambda)}{X_H}$. The FV regime always dominates the HC regime.

• One can always replicate the *HC* regime in the *FV* regime by choosing a sufficiently loose solvency constraint

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- Optimal solvency constraint in *FV* regime—institution-specific
 - depends on excess cost of equity λ that could vary across time
- Uniform solvency constraint (Basel II and proposed Basel III) may not be optimal

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Comparison Between Two Regimes

Proposition (HC Versus FV Regime)

Suppose that $c^{HC} = 1$. There exists $c_0 \in (0, c_1 \equiv 1 - \frac{k(1+\lambda)}{X_H})$ such that for $c \in [0, c_0)$, the HC regime dominates the FV regime.

• If solvency constraint in *FV* regime too tight—too much transfer of control—increased under-investment

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- Tradeoff between asset substitution and under-investment causes *HC* regime to dominate

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- Tradeoff between asset substitution and under-investment causes *HC* regime to dominate
- Important to choose accounting regime *and* tailor solvency constraint to the regime and institution

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Conclusions

• Effects of accounting measurement rules—intensity of agency conflicts between shareholders and debt holders in the presence of prudential capital regulation

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- FV dominates HC if solvency constraints optimally chosen.
- If solvency constraint in FV regime too tight—HC dominates

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Conclusions

• Assumed standard capital structure—sharpen analysis

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- Implications for hybrid securities—convertible debt—contingent capital

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- Assumed standard capital structure—sharpen analysis
- Implications for hybrid securities—convertible debt—contingent capital
- Future research—optimal security design