

# **Syllabus for FINA 7A30 Advanced Corporate Finance**

## **Fall 2022, First Half-Semester**

### **Section 01, Wed 6-9pm**

### **Prof. Paul Povel**

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#### **Course Overview:**

Building on the core finance class (FINA 6A35) and the Valuation course (FINA 7A10), we examine financial decisions that managers face, with an emphasis on how decisions on the financing side of a firm's business can create or destroy value. We will develop the ideas and tools that help you make decisions, and we will apply this knowledge when working on case studies.

The goal of the course is to help you understand optimal capital structure choices for different businesses. We will discuss the advantages and disadvantages of different securities that firms may issue to raise funds, looking at them from the perspectives of both managers and investors. We will discuss how corporate strategy affects a firm's optimal capital structure, and how capital structure affects corporate strategy.

Specific issues covered include:

- The Modigliani-Miller "Irrelevance Results"
- The role of corporate income taxes
- Costs of financial distress, including conflicts between different investor groups
- Effects of financing decisions on managerial incentives
- The cost of issuing different types of securities
- Dividends and share repurchases

Throughout the course, our primary viewpoint is that of a corporate financial manager; however, since corporations get funds from investors, we will often look at issues from an investor's point of view and then examine the implications for managers. Managers who understand the issues will anticipate their investors' reaction and therefore make decisions that maximize value for all investors.

You will notice that valuation is a central theme in this course: In order to make or understand financial decisions, you need to examine what consequences they have and how to compare the alternatives. You need to practice the proper approach to valuation: the expected future cash flows matter! For that reason, the Valuation course is a prerequisite for this course.

You will also be surprised to learn that while we deal with numbers a lot, I will rarely insist that one particular answer or point of view is "correct", and all others are "wrong". You will learn to

use tools that improve your decisions, but they do not automatically or mechanically produce easy answers. Experience and common sense will remain essential, and these tools will allow you to make better-informed decisions (and to avoid certain types of mistakes).

This course is essential for anyone planning a career in finance, whether at a corporation or a financial institution. It is recommended for all business students, since it gives you a thorough understanding of what determines the cost of capital that you use in NPV calculations.

Note that this will not be an easy course. You should expect to spend time reviewing your notes and working on problems outside of class. The case studies also take time, first to prepare your own answers, second to meet with your team to compare your answers and create a team write-up. Hard work is required, and you will not get a good grade just for showing up.

## **Course Outline**

The course outline is only **tentative**; depending on the progress that we make, it may change.

<u>Week, day</u>	<u>Topics covered and to be prepared</u> (numbers refer to sections in the lecture notes)	<u>Assignments</u>
Week 1: Wed, Aug 24, 2022	1: Review of valuation techniques (WACC, APV, FCFE)	Review the techniques you learnt in FINA 7A10 Valuation
Week 2: Wed, Aug 31, 2022	2: Capital structure: Introduction 3: Corporate income taxes 4: Financial distress	Homework Assignment 1 Team lists due
Week 3: Wed, Sep 07, 2022	<i>CASE: Mercury Athletic</i> 4: Financial distress 5: Issuing securities	<i>Mercury Athletic</i> case write-up
Week 4: Wed, Sep 14, 2022	5: Issuing securities 6: Managerial incentives	Homework Assignment 2
Week 5: Wed, Sep 21, 2022	6: Managerial incentives 7: Capital structure 8: Payout policy: dividends and stock repurchases	Homework Assignment 3
Week 6: Wed, Sep 28, 2022	<i>CASE: Marriott Corp. Restructuring</i> (write-up!) 8: Payout policy: dividends and stock repurchases	<i>Marriott Corp. Restructuring</i> case write-up
Week 7: Wed, Oct 05, 2022	<i>CASE: FPL</i> (write-up!) Practice problems	<i>FPL</i> case write-up
Week 8: Wed, Oct 12, 2022	Final exam	

## **Required Knowledge**

**Computer skills:** This course involves some number-crunching, and spreadsheet software will come in extremely handy. In fact, you will be at a considerable disadvantage if you are not familiar with spreadsheet software. If you do not regularly use spreadsheet software, this is the ideal time to learn how to use it. (In class, I will use *Microsoft Excel*.) Furthermore, you will be required to use the university's "Learning Management Software", [BlackBoard](http://uh.edu/blackboard) ([uh.edu/blackboard](http://uh.edu/blackboard)).

**Finance:** It is essential that you have taken FINA 7A10 (Valuation) before taking this course. I will assume that you have a thorough understanding of standard "DCF" valuation techniques (WACC, APV), and that you have practiced using these techniques, both with practice problems and case studies. That includes delevering and relevering returns or betas, and using the CAPM to estimate returns. I will also assume that you know how to calculate present values of future cash flows, including using the annuity and perpetuity formulas, working with terminal values, etc.

**Accounting:** You need some basic knowledge. You should be familiar with the structure of simple financial statements, in particular balance sheets, income statements, and (partly) cash flow statements. You should be able to compute unlevered free cash flows, given such financial statements. If you don't know what assets, liabilities, EBITDA, EBIT, Net Income, Unlevered Free Cash Flow, etc. mean, you definitely need to improve your knowledge. You may want to use the two *Merrill Lynch* brochures about financial statements, downloadable from the Course Materials page (they are well written, and free!).

**Maths:** We will not do anything difficult in this course, but it would be good if you are comfortable dealing with numbers and performing simple calculations.

**Time and effort:** This course requires significant work outside of class. If you cannot make time available each week for reviewing lecture notes, working on problems and working on cases, you will struggle and get very little out of this course.

## **Equipment**

I will assume that you have access to a computer with spreadsheet software (you have access to Microsoft Office 365 through your @cougarnet.uh.edu account, see [this webpage](#)). I will also assume that you have access to the web, and that you regularly check your email. You will need a sufficiently strong internet connection to use *Zoom*, see [below \(next item\)](#) for more information.

You will need a calculator during the final exam. A basic scientific calculator that does powers is fine. Large-display calculators with "parentheses" buttons and "back" buttons are helpful. If you have a financial calculator, you can use it in this class (note: a financial calculator is neither required nor recommended).

## **Readings and Other Materials**

### **Lecture notes:**

Lecture notes are available as PDF files (for free) from this course's *BlackBoard* page (go to the Course Materials tab). The lecture notes have gaps where you should add your own comments, answer questions, take down details of calculations, etc. The lecture notes help me structure the course, and they make your life easier because you do not have to write down everything. They

will also make it easier for you to compare your notes with other students', or to ask me clarifying questions. *You should print out the pages and use them to take notes with a pen.* Just looking at the lecture notes on a regular screen will not be enough, unless it is a tablet with a digitizer pen that allows you to write onto the screen.

### **Textbooks:**

There is ***NO required textbook*** for this course --- the lecture notes will keep you more than busy.

In case you want to buy a textbook anyway: There are three standard MBA textbooks on Corporate Finance, that are used in all good MBA programs.

- [Principles of Corporate Finance](#), by Richard A. Brealey, Stewart C. Myers, and Franklin Allen, 13th edition, 2019. Or: buy the 12th edition (2017) or the 11th edition (2014).
- [Corporate Finance](#), by Jonathan Berk and Peter DeMarzo, 5th edition, 2020. Or: buy the 4th edition (2017) or the 3rd edition (2013).
- [Corporate Finance](#), by Stephen A. Ross, Randolph W. Westerfield, and Jeffrey F. Jaffe, 12th edition (2019). Or: buy the 11th edition (2016) or the 10th edition (2013).

If you really want a textbook, I would recommend the Brealey-Myers-Allen textbook or the Berk-DeMarzo textbook (the latter is a little more rigorous in its arguments and logic). The textbooks are usually sold as a package, with access to websites with practice problems or other things included in the package. (Access to online practice problems may be a good idea, but I won't use that feature in this course.) However, note that we will cover only a few of the chapters of these textbooks.

Judging from past experience, the UH bookstore charges high prices for textbooks. You should be able to get them *much* cheaper online. Note that publishers change ISBN numbers every year, to confuse the second-hand market. So there can be several ISBN numbers for one book, and more for the various packages. Also, international editions of US textbooks can look slightly different (different cover, monochrome print, paperback), but they can be much cheaper. There also exists a loose-leaf version of the book, again, cheaper than the book. Actually, you may want to look for the second-last editions of the textbooks, which were fine, and those would be much cheaper.

If you get a textbook, you have a second source of information, and, more importantly, you have additional practice problems (the end-of-chapter problems) to work on and think about. However, I won't insist on you buying a textbook, and I won't assign problems from any textbooks.

### **Case studies:**

Please see [below](#).

### **Other material:**

Additional material may be made available during the course. It will be downloadable from [BlackBoard](#).

### **Internet sources:**

In the past, students also tried to find information on the web. That tends to be a bad idea. If you are unsure about something, gathering more information is less useful than thinking about what

exactly is unclear, and why. Often, you will be able to answer your own question very quickly; if not, you can ask me a very precise question. That's "learning". All the information you need is in the course packet and the class notes. You need to "digest" it, and that requires hard work.

### **Accessibility Statement**

The C. T. Bauer College of Business would like to help students who have disabilities achieve their highest potential. To this end, in order to receive academic accommodations, students must register with the [Justin Dart, Jr. Student Accessibility Center](#) and present approved accommodation documentation to their instructors in a timely manner.

### **Classes**

Class	When	Where
FINA 7A30 Sec 01, Class #18067	Wed 6:00-9:00pm	<a href="#">CBB 106</a>

Class participation is mandatory. The course content is not straightforward to understand and master, so this course will require you to interact with the material. The best way to interact with the material is by participating in class and asking questions whenever they arise. Other students will also benefit if you ask helpful questions. In addition, you should plan to spend time outside of class revising notes and working on practice problems, and if new questions arise, to ask them at the next opportunity.

To make the most efficient use of limited class time, students who miss a class or are late are responsible themselves for getting notes, assignments, and announcements from their classmates.

### **Classroom Etiquette**

Please remember to turn off your cell phones, in particular during exams.

If you bring your notebook or tablet into the classroom, please act in a mature fashion: no emailing, surfing of web pages, etc., i.e., activities that distract you and (much more importantly) other students sitting near you. As I explain below, there is a participation component in the overall course grade --- violating this no-internet rule will seriously reduce your participation score.

### **News**

If something should come up (e.g. schedule changes, corrections of materials, announcements, etc.), I will post "announcements" on [BlackBoard](#), and you will receive text-message style emails with the announcements.

### **Getting in Touch With Me**

The easiest way will be to use email: [povel@uh.edu](mailto:povel@uh.edu).

My office phone number is (713) 743-4759. My office is Melcher Hall 230G. Since you have lots of classes, I won't have scheduled office hours. You can get in touch with me when you have time, by email or in person. Many questions can be answered right after class. But please do not come to my office right before class, when I am busy preparing for class.

The BlackBoard page for this course includes a "Discussions" tab, where you can post questions and answer or comment on others' questions. If you have a question that you think is of general interest, you may want to post it there, so others benefit from your effort. Trying to answer

others' questions will also be a useful exercise. Note, however, that there are no requirements to post or participate in discussions (see also the explanations about [grading](#), below).

## **Teaching Assistant**

Teaching Assistant: No one. I will grade everything myself.

## **Cases**

There will be three case studies that require write-ups from your teams. Specific instructions are provided for each case in the lecture notes.

The write-ups must be prepared in groups of 3-4 people. You must give me a list of your group members in the second week of class; groups may not be changed after that.

When working on the cases, you are free to make use of all class materials, but do not use outside sources without my permission, and do not get help from anyone outside your group. I regard use of outside sources or help without my permission as [academic misconduct](#).

The case write-ups (one submission per team, by email) are due before class on the day we will discuss the case. Please *email* me your team's documents, including spreadsheets, so I can check how you calculated your numbers.

The [schedule](#) is preliminary and may be changed.

Please set aside enough time to work on cases. The ideal approach is for every team member to prepare a rough sketch of a possible write-up, including spreadsheets; then you can meet, discuss your ideas and put together a team write-up that you will submit. You should resist the temptation to free-ride on your team members' efforts. Working on cases is a learning experience, and that type of learning is crucial in this course.

The case studies are copyrighted by Harvard Business School. You can go to the HBS website (<http://hbsp.harvard.edu>) and purchase them (after registering). I set up a "coursepack webpage" on the HBS website: <https://hbsp.harvard.edu/import/961096>. The regular price of HBS cases is \$7.46; if you order through the coursepack webpage, it is \$4.25. (I do not receive anything, in case you were wondering.)

The case studies you need to purchase are:

- Mercury Athletic: Valuing the Opportunity (HBS Case 4050)
- Marriott Corp.: Restructuring (HBS Case 294090)
- Dividend Policy at FPL Group, Inc. (A) (HBS Case 295059)

## **Homework Assignments**

There will be several homework assignments, to be completed independently from other students. The assignments will be made available on [BlackBoard](#). Your answers should consist of spreadsheets that show your calculations and are legible (including legible formulas); where necessary, type text into the spreadsheet (for example, to explain something, or to answer a qualitative question). Upload your spreadsheet on [BlackBoard](#), before the due date and time.

## **Exams**

There will be one final exam. It will include topics from the entire course.

The final exam will be closed-book / closed notes. However, you will be allowed to use a "cheat-sheet" with notes, written on one side of one sheet (8.5"x11"). I regard these "cheat-sheets" as helpful tools for studying: You should carefully put together material that you feel will help you in the exam; that will help you structure the material, recall essential formulas and procedures, etc. You should start working on your "cheat-sheet" from the first class, and you should plan to re-write it often.

You will be using a calculator during the exam, please practice using it to solve problems as we progress through the course, so there are no surprise problems during the final exam. If you decide to use a financial calculator, make sure you know how to operate it; see above, under [Equipment](#). In the exam, you must convince me that you know what you are doing: just writing down a result is not convincing; you should write down both the correct formula and the correct result. If your answer seems unconvincing, you won't get full credit, even if the numbers are right.

## **Grading**

Your performance will add up to an overall score, which will then be translated into a course grade. I grade on a curve, so I cannot tell you ex-ante what the cutoffs for an A, an A-, etc. are going to be. On average, a little over half of students received A or A- grades in the past, and a little less than half the students received B+ or lower grades.

Your overall score is computed as follows:

Weight	Graded work
20%	Individual homework assignments
25%	Team work (case studies)
45%	Final exam
10%	Participation

For the "Team work" score, I will incorporate feedback that I will collect from your team mates at the end of the course. I will ask all students for feedback about their team mates' contributions to the team work. There have been problems of free-riding in the past, unfortunately. Such behavior will severely reduce the Team work score. Please make sure everybody contributes at all stages of all case studies (a great opportunity to apply your leadership skills).

For the "Participation" score, I will incorporate feedback that I will collect from your fellow students, about who made particularly helpful class contributions. Please take class participation seriously, not only because it affects your grade, but because it helps you learn. The purpose of grading class participation is to encourage you to take active control of your learning: the more involved you get and the better prepared you are, the more you will benefit from this class. (Note, however, that simply taking up "air time" without really making a contribution will not improve your participation score.)

Questions about grading: Requests for a regrade must be made in writing within two weeks of the time the graded work is returned, and must clearly and specifically explain where and why you think you were graded incorrectly.

## **Counseling and Psychological Services (CAPS)**

Counseling and Psychological Services (CAPS) can help students who are having difficulties managing stress, adjusting to the demands of a professional program, or feeling sad and



hopeless. You can reach CAPS ([uh.edu/caps](http://uh.edu/caps)) by calling 713-743-5454 during and after business hours for routine appointments or if you or someone you know is in crisis. Also, there is no appointment necessary for the “Let's Talk” program, which is a drop-in consultation service at convenient locations and hours around campus ([uh.edu/caps/outreach/lets-talk](http://uh.edu/caps/outreach/lets-talk)).

### **Academic Misconduct**

Academic Honesty: The University of Houston's Academic Honesty Policy is strictly enforced by the Bauer College and by this professor. A discussion of the policy is included in the UH Student Handbook, <https://www.uh.edu/student-handbook>. It is your responsibility to fully understand and comply with all principles contained within this Handbook. Please make sure you understand this policy and in particular, you understand the meaning of plagiarism.

There have been unfortunate instances in which students created class-specific chat groups on Slack or similar providers, and wrong or misleading information was spread in those chat groups. Please use such privately-created chat groups only for socializing, not to discuss course content and questions about it. In particular, do not discuss assignments, because doing so would constitute academic misconduct. Important: if you discover that someone violated these rules, it is your duty to report this immediately (failing to report a violation also constitutes academic misconduct). If you would like to discuss course-related topics, please use the Discussions tab on the BlackBoard page or get in touch with me (see above).

### **Additional Syllabus Information, Required by the University**

#### **COVID-19 Symptoms or Exposure**

If you are experiencing any COVID-19 symptoms that are not clearly related to a pre-existing medical condition, do not come to class. Please see [Student Protocols](#) for what to do if you experience symptoms and [Potential Exposure to Coronavirus](#) for what to do if you have potentially been exposed to COVID-19. Consult the [Graduate Excused Absence Policy](#) for information regarding excused absences due to medical reasons.

#### **COVID-19 Information**

Students are encouraged to visit the University's [COVID-19](#) website for important information including diagnosis and symptom protocols, on-campus testing, and vaccine information. Please check the website throughout the semester for updates.

#### **Vaccinations**

Data suggests that vaccination remains the best intervention for reliable protection against COVID-19. Students are asked to familiarize themselves with pertinent [vaccine information](#) and to consult with their health care provider. The University strongly encourages all students, faculty and staff to be vaccinated.

#### **Reasonable Academic Adjustments/Auxiliary Aids**

The University of Houston complies with Section 504 of the Rehabilitation Act of 1973 and the Americans with Disabilities Act of 1990, pertaining to the provision of reasonable academic adjustments/auxiliary aids for disabled students. In accordance with Section 504 and ADA guidelines, UH strives to provide reasonable academic adjustments/auxiliary aids to students who request and require them. If you believe that you have a disability requiring an academic adjustments/auxiliary aid, please contact [the Justin Dart Jr. Student Accessibility Center](#) (formerly the Justin Dart, Jr. Center for Students with DisABILITIES).



### Excused Absence Policy

Regular class attendance, participation, and engagement in coursework are important contributors to student success. Absences may be excused as provided in the University of Houston [Undergraduate Excused Absence Policy](#) and [Graduate Excused Absence Policy](#) for reasons including: medical illness of student or close relative, death of a close family member, legal or government proceeding that a student is obligated to attend, recognized professional and educational activities where the student is presenting, and University-sponsored activity or athletic competition. Under these policies, students with excused absences will be provided with an opportunity to make up any quiz, exam or other work that contributes to the course grade or a satisfactory alternative. Please read the full policy for details regarding reasons for excused absences, the approval process, and extended absences. Additional policies address absences related to [military service](#), [religious holy days](#), [pregnancy and related conditions](#), and [disability](#).

### Recording of Class

Students may not record all or part of class, livestream all or part of class, or make/distribute screen captures, without advanced written consent of the instructor. If you have or think you may have a disability such that you need to record class-related activities, please contact the [Justin Dart, Jr. Student Accessibility Center](#). If you have an accommodation to record class-related activities, those recordings may not be shared with any other student, whether in this course or not, or with any other person or on any other platform. Classes may be recorded by the instructor. Students may use instructor's recordings for their own studying and notetaking. Instructor's recordings are not authorized to be shared with *anyone* without the prior written approval of the instructor. Failure to comply with requirements regarding recordings will result in a disciplinary referral to the Dean of Students Office and may result in disciplinary action.

### Syllabus Changes

Due to the changing nature of the COVID-19 pandemic, please note that the instructor may need to make modifications to the course syllabus and may do so at any time. Notice of such changes will be announced as quickly as possible through (*specify how students will be notified of changes*).

### UH Email

Please check and use your Cougarnet email for communications related to this course. To access this email, [login](#) to your Microsoft 365 account with your Cougarnet credentials.

### Academic Honesty Policy

High ethical standards are critical to the integrity of any institution, and bear directly on the ultimate value of conferred degrees. All UH community members are expected to contribute to an atmosphere of the highest possible ethical standards. Maintaining such an atmosphere requires that any instances of academic dishonesty be recognized and addressed. The [UH Academic Honesty Policy](#) is designed to handle those instances with fairness to all parties involved: the students, the instructors, and the University itself. All students and faculty of the University of Houston are responsible for being familiar with this policy.

### Title IX/Sexual Misconduct

Per the UHS Sexual Misconduct Policy, your instructor is a "responsible employee" for reporting purposes under Title IX regulations and state law and must report incidents of sexual misconduct (sexual harassment, non-consensual sexual contact, sexual assault, sexual exploitation, sexual intimidation, intimate partner violence, or stalking) about which they become aware to the Title IX office. Please know there are places on campus where you can make a report in confidence.

You can find more information about resources on the Title IX website at <https://uh.edu/equal-opportunity/title-ix-sexual-misconduct/resources>.

#### Security Escorts and Cougar Ride

UHPD continually works with the University community to make the campus a safe place to learn, work, and live. Our Security escort service is designed for the community members who have safety concerns and would like to have a Security Officer walk with them, for their safety, as they make their way across campus. Based on availability either a UHPD Security Officer or Police Officer will escort students, faculty, and staff to locations beginning and ending on campus. If you feel that you need a Security Officer to walk with you for your safety please call [713-743-3333](tel:713-743-3333). Arrangements may be made for special needs.

Parking and Transportation Services also offers a late-night, on-demand shuttle service called Cougar Ride that provides rides to and from all on-campus shuttle stops, as well as the MD Anderson Library, Cougar Village/Moody Towers and the UH Technology Bridge. Rides can be requested through the UH Go app. Days and hours of operation can be found at <https://uh.edu/af-university-services/parking/cougar-ride>.

#### Helpful Information

Coogs Care: <https://uh.edu/dsa/coogscare>

Student Health Center: <https://www.uh.edu/healthcenter>