

# IPAA Private Capital Conference

DrillCo Overview

January 2019





#### Benefit Street Partners ("BSP")\* is a leading global alternative investment manager with a credit focus

\$26.4 BN

**ASSETS UNDER** TOTAL MANAGEMENT<sup>1</sup> EMPLOYEES<sup>2</sup>

6 OFFICES 193 NEW YORK, NY

PROVIDENCE, RI HOUSTON, TX RALEIGH, NC CHARLOTTE, NC SAN FRANCISCO, CA

107 INVESTMENT

PROFESSIONALS<sup>2</sup>

private debt fund for

November 2016

contract of BDCA.

BSP purchases management

\$525mm.

Franklin Templeton announces acquisition of BSP, expected to **BSP** opens Houston BSP launches Long-Only High Yield BSP raises a successor private office to build an close Feb 2019. BSP closes its 4th flagship private debt fund (Fund II). strategy with \$1.5bn. energy practice. debt fund at \$2.6bn. October 2018 September 2010 Private Debt business continues to October 2017 May 2015 grow with Fund III raise of \$1.8bn. Providence Equity Partners ("PEP") BSP purchases the April 2014 launches BSP with \$2bn+ of capital management contract of to invest in credit. BSP enters the CLO business with CLO I. a non-traded public REIT. April 2008 October 2012 September 2016 September 2008 August 2013 December 2017 December 2015 Tom Gahan joins BSP as Chief BSP begins commercial real BSP hires special situations team BSP raises a December 2018 and launches \$750mm fund. Executive Officer to build out the estate debt business. senior secured BSP prices its

PAST PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE RESULTS. ANY INVESTMENT INVOLVES SIGNIFICANT RISKS, INCLUDING LOSS OF THE ENTIRE INVESTMENT.

Note: Please see disclaimer at the end of the presentation for additional information.

credit investment platform and

oversee investments.

\* BSP's credit business began in 2008 with the launch of PECM. The affiliated adviser, BSP, launched in 2011.

Long-Short Liquid Credit.

BSP enters into a new strategy:

February 2011

1 AUM refers to the assets under management for all credit funds and separately managed accounts managed by BSP and its affiliates. AUM amounts are as of November 30, 2018 and are unaudited. Certain amounts are preliminary and remain subject to change. Please see note 3 at the end of this presentation for additional information.

<sup>2</sup> As of December 31, 2018.

15th CLO.

## **Investment Strategies**



### Multi-strategy approach targeting attractive opportunities in the global credit markets

#### Benefit Street Partners \$26.4 billion AUM<sup>1</sup> 193 employees<sup>2</sup>

	Private Debt / Opportunistic Credit	Long-Short Liquid Credit	Long-Only Liquid Credit	Commercial Real Estate Debt	Special Situations Fund
Overview of Strategy	<ul> <li>Non-competitive focus</li> <li>Flexibility to invest across capital structure</li> <li>Focus on bespoke covenants</li> <li>Targets best-risk adjusted returns throughout market cycles</li> <li>Target 50%-60% LTVs</li> </ul>	<ul> <li>Zero correlation strategy to market indices such as HY credit, equities and rates</li> <li>Actively trade HY corporate bonds and CDS to apply relative value views</li> <li>Combine fundamental credit analysis and sophisticated trade structuring to seek to maximize returns and limit downside risk</li> </ul>	<ul> <li>Leveraged loans and high yield bonds</li> <li>Priced fifteen CLOs, one of which has been fully realized</li> <li>Target moderate risk portfolios</li> <li>Sub-advised high yield bond account "beat the benchmark" strategy</li> </ul>	<ul> <li>Focus on originating middle market commercial real estate loans</li> <li>Ability to originate fixed and floating rate loans</li> <li>Target 55%-75% LTVs</li> </ul>	<ul> <li>Target credit investments or companies that may be facing financial stress / distress</li> <li>Expect a concentrated, portfolio targeting attractive riskadjusted returns</li> <li>Significant influence approach to investing</li> </ul>
AUM <sup>1</sup>	\$12.2bn	\$1.3bn	\$9.5bn	\$2.5bn	\$787.6mm

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Note: Views expressed are those of BSP. Categories and terms are as classified by BSP. There is no guarantee that any fund or account would have the features identified above. Targeted portfolio characteristics are provided for illustrative purposes only and do not reflect guaranteed portfolio holdings or characteristics. No representation is being made that a fund or account will achieve the portfolio characteristics indicated above. Portfolio characteristics may be significantly different than those shown. Any target, estimate or projection has inherent limitations, including that actual market or economic factors, the ability to source suitable investments, or future assumptions of BSP may differ materially from those currently anticipated by secure account in a contraction of BSP may differ materially from those currently anticipated by a currently anticipated by a currently anticipated by a currently anticipated by a contraction of BSP may differ materially from those currently anticipated by a currently anticipated by a currently anticipated by a contraction of the portfolio characteristics are provided for illustrative purposes only and do not reflect guarantee that any fund or account will achieve the features identified above. Targeted portfolio characteristics may be significantly different than those shown. Any target, estimate the provided for illustrative purposes only and the provided for illustrative purposes only and the provided for illustrative purposes.

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<sup>&</sup>lt;sup>2</sup> As of December 31, 2018.

## BSP Energy is an Alternative Capital Provider





Commercial Energy Bankers



**Private Equity** 

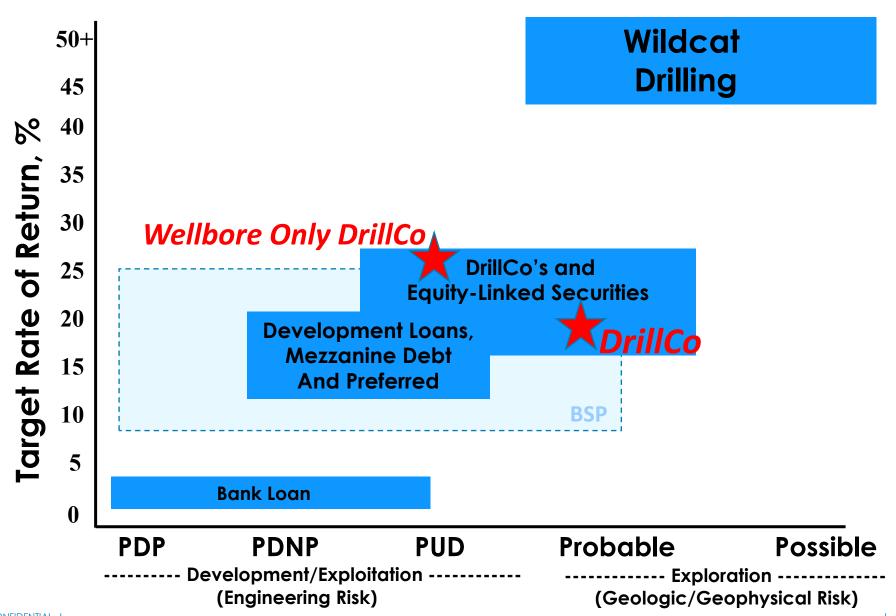


**Alternative Capital** 

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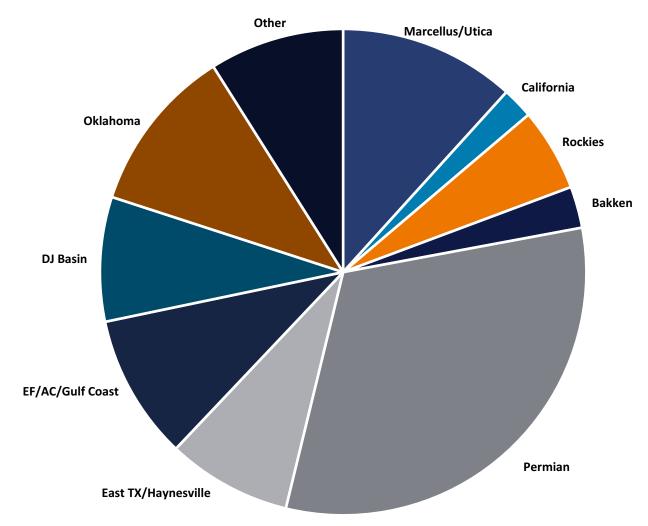
# **DrillCo Financings**





### DrillCos – Flavor of the Month





- Average 1 drillco opportunity weekly
- 1/3 in Permian, with the balance spread evenly over other major plays
- Publics, privates, 3
  majors, and 3
  investment grade
  independents
- Good solution to convert acreage assets into reserves without adding leverage

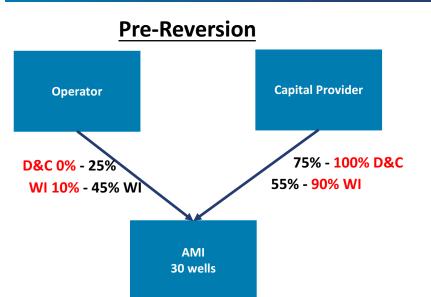
### **DrillCo Structure Considerations**

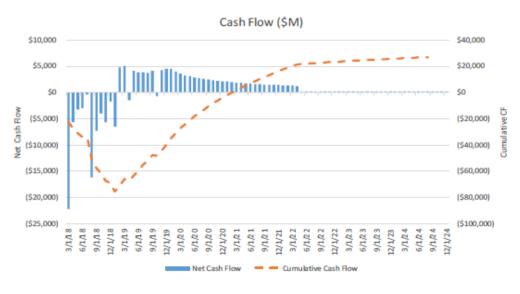


- Similar to traditional drill-to-earn farmout arrangements, capital providers earn into interests (wellbore, DSU and/or acreage) for funding development of wellbores/acreage
- Structures vary by transaction but typically include some component of the following
  - Carried interest: capital provider might cover a portion of the operator's D&C costs
  - Reversion hurdle: similar to an APO backin; generally structured as a return on capital (IRR and/or ROI)
  - Post-reversion working interest: Tail interests retained by the capital provider (majority portion of the pre-reversion interest is conveyed back to the operator)
- The structure is a conveyance of real property interests to the capital provider and therefore the capital is non-recourse to the operator
- As an assignment of a real property interest, the DrillCo capital provider is insulated from other creditors. Secured creditors usually do not take a security interest in undrilled acreage, so a DrillCo enables the operator to develop and realize the value in that asset.

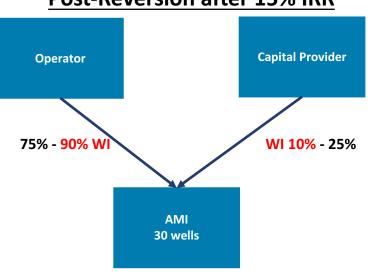
### **DrillCo Illustration**

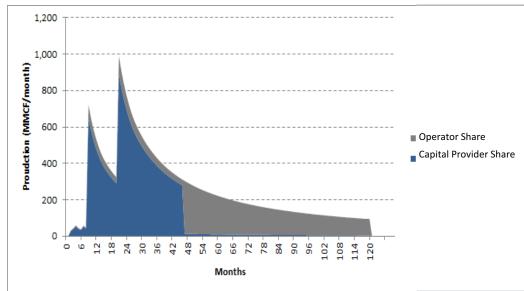






### **Post-Reversion after 15% IRR**





### Good Candidates for a DrillCo



- Over the last three years, BSP has been approached by every type of operator:
  - Majors
  - Large independents
  - Small-cap and mid-size public independents
  - Sponsor-backed companies
  - Private operators
  - Distressed operators
- Reasons for accessing DrillCo capital
  - Maximize value of attractive acreage while **retaining control** (benefit from carry and reversion)
  - Potentially **cheaper than raising equity** capital, less restrictive than debt capital
  - Realize value in acreage that might not otherwise get drilled in the near term
  - Satisfy HBP/MVC obligations
  - Create value through a non-recourse structure that does not increase existing leverage levels

## Assets Appropriate for a DrillCo



- Like all capital market discussions, the operating team and quality of the assets will drive the terms
  of the transaction
  - Proven acreage, not necessarily proved reserves: surrounding production and extensive geological work can
    provide capital providers comfort to drill "non-proven" locations, however proof of concept/step out/new
    completions are not a good fit for this structure
  - Infrastructure in place: DrillCo capital is generally not appropriate for "cost centers" like gathering lines, SWDs or electrical buildout
  - Midstream agreements in place: Capital providers are looking to generate a cash flow stream, so full
    understanding of production and marketing costs/expenses is critical
  - Well level returns are the key driver to DrillCo "wellbore only" terms: marginal well level returns often require
    additional assets, like acreage, to be earned as part of the development; higher returning wells have the
    potential to benefit from potential carried interests
  - Actual well locations matter: Capital provider and operator will agree to a discrete budget (usually 15-30 wells).
     Just because an extrapolated type curve for a 10,000' location might have great returns, that doesn't help the 4,000' lateral that is actually in the drilling budget

## Key Issues



- Budget: Parties agree to an initial budget at Close
  - What rights do either party have to stop the program: well results, commodity prices, cost escalations, etc.
  - Tenor of initial budget
  - AFE caps are customary
  - Deviations from budget/drilling plan almost always require consent of capital provider

#### Hedging:

- Hedging gains/losses included in reversion calculation
- Novation of hedges at reversion
- JOA Negotiations: Balancing of rights and control
  - Not just a capital provider but also a joint interest owner

#### Transfer Restrictions:

Usually include tag rights, drag rights, consent rights, and prohibitions for change of operator

### Relevant Transaction Documents



#### Joint Development Agreement or Participation Agreement

- Governs the timing, scope and mechanics of drilling and development
- Includes limited asset-based representations and warranties (not the full suite of reps and warranties you would find in a PSA)
- Describes and calculates the "hurdle" for reversion

#### Joint Operating Agreement

- Capital provider is treated similarly to any other joint-working interest owner under a standard-form JOA (one made subject to the JDA or PA)
- JOA liens cross-collateralize the parties obligations under the JOA and JDA/PA

#### Tax Partnership Agreement

- Allocates IDCs among the parties in accordance with who funded the costs (and not in accordance with the ownership percentage, if there is a carry)
- Memorandum of JDA/PA, JOA Recording Supplement and Assignments

### Precautionary Mortgage

 Creates a lien upon the operator's interest purported to be conveyed, in the event the "DrillCo" structure is unwound in bankruptcy

#### Assignments

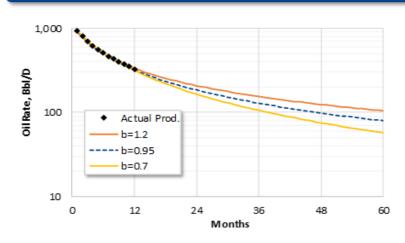
- In a wellbore only deal, every single well requires its own assignment and title diligence

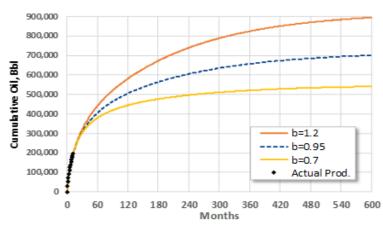


## Wide Ranges of B-Factor can Fit Early Time Data...

**But Poorly Predict Late Time Well Performance** 

#### Oil Rate Decline Profile Using Different b-Factors





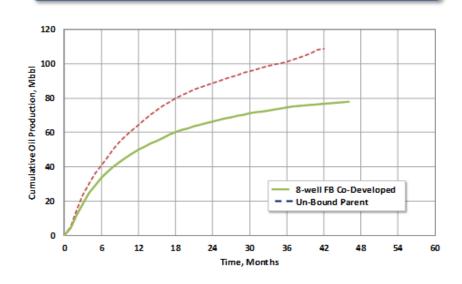
- The charts at left show 12 months of actual oil production data, which was fitted by using an Arps production decline equation.
  - B-Factor is a key input into the Arps equation and governs how quickly the decline rate of a well changes (from steep to shallow).
  - Higher B-Factors result in wells achieving shallow decline faster, which results in higher total rates and reserves.
- The charts at left also show that a wide range of B-Factors will result in a very good fit of "early time" data. The table below also shows virtually no difference in oil reserves for year one, however, significant divergence occurs later in time.
- Takeaway Predictions of B-Factor based on early-time data can result in wide ranges of full life reserves and will likely be less certain than projections made using 2-3 years of production data.

	Cumulative Oil, Bbl				
b-factor	Year 1	Year 5	Year 10	Year 50	
1.2	193,410	441,188	581,677	895,495	
0.7	196,819	379,503	444,555	541,349	
Difference, Bbl	-3,409	61,685	137,121	354,146	
Difference,%	-2%	14%	24%	40%	



## **Spacing Matters...**

#### Parent Well vs. Fully-Bound Co-Developed Wells



| Fully Bound Co-| Parent Wells | Developed Wells | | Well Count | 11 | 58 | | Spacing | >1,500' | ~660' | | Average Lateral Length | 5,698' | 6,516' | | Average Proppant /Ft | 961 | 1,033 |

- The charts at left show the variance in average well performance between "Parent" wells and "Fully Bound" wells drilled 660' apart from one another.
- The wells are in question are completed in the Codell Sand, within the Wattenberg Field (DJ Basin).
- All wells shown are located within the same geologic area, and were completed similarly
- On average, "Parent" wells out perform "Fully Bound" wells by 35% after 3 years of production.
  - Avg Cum Oil Parent 101.2 Mbbl
  - Avg Cum Oil Fully Bound 75.6 Mbbl

## Recent DrillCo Transactions



Date	Operator	Investor	Play	Amount, MM\$	Comments
Sep-18	Diamondback	Carlyle Mezzanine Opportunities Fund II	Southern Delaware Basin	620	Reversion at an undisclosed IRR
Apr-18	NGP Company	Benefit Street Partners	Northern Delaware Basin	140	High carry, mid-teen reversion, low tail
Nov-17	EnCap Company	Benefit Street Partners	Midland Basin	160	High carry, mid-teen reversion, low tail
Sep-17	Chaparral	Bayou City Energy	STACK	100	15% carry, 14% IRR hurdle, 25% tail
Jul-17	Earthstone	IOG Capital	Eagle Ford	130	Reversion at an undisclosed IRR
May-17	EOG	Carlyle Mezzanine Opportunities Fund II	Cleveland/Marmaton	400	Reversion at an undisclosed IRR
May-17	EP Energy	Tesoro Corporation	Uinta Basin	200	No IRR Reversion; TSO pays an upfront carry to earn a 50% WI
Apr-17	CRC	Macquarie Infrastructure Fund	San Joaquin Basin	300	10% carry, reversion at an undisclosed IRR, 25% tail
Apr-17	Endeavor Energy	Ares/Development Capital Resources	Midland Basin	300	Reversion at an undisclosed IRR
Apr-17	Mid-Con Company	Ares/Development Capital Resources	NA	150	Reversion at an undisclosed IRR
Feb-17	CRC	Benefit Street Partners	San Joaquin Basin	250	NPI assignment in existing fields with a low-teens IRR make- whole
Jan-17	EP Energy	Apollo	Southern Midland Basin	450	Reversion at a 12% IRR; 15% tail
Nov-16	PetroQuest	Family Office	Cotton Valley	50	20% Carry and upfront acreage payment
Oct-16	Gastar	Not disclosed	STACK	NA	10% carry with 15% and 20% reversion points; 10% tail
Jun-16	Hunt Oil	TPG Special Situations	Midland Basin	400	Reversion at an undisclosed IRR
Mar-16	Rex Energy	Benefit Street Partners	Marcellus	175	No IRR Reversion; BSP is heads up plus an additional 15-20% acreage assignment in developed DSUs
Jan-16	Alta Mesa	Bayou City Energy	STACK	128	Reversion at 15% and 25% IRR; 7.5% tail
Dec-15	Seneca Resouces	IOG Capital/Fortress	Marcellus	380	Reversion at a 15% IRR; 15% tail
Jul-15	Lonestar Resources	IOG Capital	Eagle Ford	100	Reversion at an undisclosed IRR; 10% tail
Jul-15	Legacy Resources	TPG Special Situations	Permian	700	Multiple reversion points; 1.0x ROI then 15% IRR; 15% tail

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### Disclaimer (Cont'd)



#### Calculation of Performance Information and Estimates (Con't)

Performance of Benefit Street's credit strategies and of Providence's credit platform throughout this presentation shows the performance of Providence's traditional privately offered closed end funds and evergreen funds investing in opportunistic credit platform throughout this presentation and which Benefit Street has determined are not managed in a substantially similar manner to the traditional privately offered closed end and evergreen credit opportunity funds shown. The performance of these funds and accounts is not reflected in the gross returns of the credit platform herein. Past performance is not a guarantee of future results. Investment in a Fund involves significant risks, including loss of the entire investment. This document is not, and is not intended to be legal or tax advice. Prospective investors should consult their legal and tax advisors regarding the matters addressed herein.

#### <u>Footnotes</u>

- Assets under management ("AUM") refers to the assets under management for all credit funds, as well as separately managed accounts managed by BSP and PECM. AUM amounts are as of March 31, 2017, provided that all Level 3 assets are valued as the closing price on March 31, 2017, Level 1, Level 2, and Level 3 are categories that provide information in as to the availability of public information for pricing a given asset. Specifically, Financial Accounting Strainformation No. 157, Fot Value Measurements, stabilishes a three level for value. The interfacing views the highest pricingly for unadjusted quoted prices and the lowest priority to unadjusted quoted prices and the lowest priority to unadjusted quoted prices for identifical assets or liabilities in active markets. Level 2 inputs include (i) quoted prices for identifical or similar assets or liabilities in active markets, (iii) quoted prices for identifical or similar assets or liabilities in active markets, (iii) quoted prices for identifical or similar assets or liabilities in active markets, (iii) quoted prices for identifical or similar assets or liabilities in active markets, (iii) quoted prices for identifical or similar assets or liabilities in active markets, (iii) quoted prices for identifical or similar assets or liabilities in active markets, (iii) quoted prices for identifical or similar assets or liabilities in active markets, (iii) quoted prices for identifical or similar assets or liabilities in active markets, (iii) quoted prices for identifical or similar assets or liabilities in active markets, (iii) quoted prices for identifical or similar assets or liabilities in active markets, (iii) quoted prices for identifical or similar assets or liabilities in active markets, (iii) quoted prices for identifical or similar assets or liabilities in active
- 2. Mojor relevant credit indices are those selected by Benefil Street Partners. ML HY and \$8.P LCD returns are calculated as of March 31, 2017, unless otherwise noted. ML HY is the Mertil Lynch High Yield Master Il Index and is an unmanaged index that tracks the performance of below-investment-grade. U.S.-dollar-dentoniated corporate bonds publicly issued in the U.S. domestic market. ML HY reflects reinvestment of dividends. The \$8.PL COR morthly returns shown reflect market value change, interest accrued, any gain or loss resulting from the repayment of principal and reinvestment of dividends. The indices are provided only for general comparison purposes and filter from the strategy and perfolio of a Fund. Indices are unmanaged and not investment products available for purchase. The indices include investment with indifferent capital structures from \$8.P and its affiliations. JPM USH My legal and the strategy and perfolio of a Fund. Indices are unmanaged and not investment products and unmanaged and not investment products are unmanaged to mirror the investment of Middlerent capital structures from \$8.P and its different capital structures. JPM USH My led component feets and unmanaged and not investment products and unmanaged to mirror the investment of the decident products. JPM USH My led component feets are unmanaged to mirror the investment of the selection of the selection of the selection of the decident industry. In the products are unmanaged to a managed to a managed to a managed to mirror the investment of
- 3. The "Long-Short Liquid Strategy" refers to a composite that includes the performance of Benefit Steet Credit Alpha Master Fund Ltd., the "Credit Alpha Fund"), a hedge fund managed by Benefit Steet Partners Lt.C., and "SMA #1 Liquid", an investment steeve of a separately managed account ("SMA #1") that, a few fund in the performance is reflected in the composite, hold substantially life same investment strategy as the Credit Alpha Fund, as further described in this paragraph, managed by Providence Equity Capital Markets Lt.C., specifically, the performance of the Long-Short Liquid Strategy represents (a) the performance of the Long-Short Liquid Strategy represents (a) the performance of the Long-Short Liquid Strategy and India Strategy and In
- 4. Targeted returns, cash income and portfolio characteristics (Including hypothetical performance of a fund or a proposed investment) are provided for illustrative purposes only and do not reflect guaranteed returns, cash income or portfolio characteristics. No representation is being made that any investor will or is likely to achieve the target enturn or cash income shown or that the fund will achieve the portfolio characteristics indicated. Cash income and performance may be higher or lower than the target and portfolio characteristics may be significantly different than those shown. Any target, estimate or projection has inherent limitations, including that actual market or economic factors, the ability to source suitable investments, or future assumptions of BSP may differ materially from those currently anticipated by BSP. Any investment entails a risk of loss, including loss of the entire principal amount invested.