

References

- [1] Anderlini, Luca. and Felli, L. “Incomplete Written Contracts: Undescribable States of Nature.” *Quarterly Journal of Economics* 1994, 1085-1124.
- [2] Brickley, James A. and Dark, F. H. “The Choice of Organizational Form: The Case of Franchising.” *Journal of Financial Economics* 1987, 401-420.
- [3] Gallini, Nancy T., and Lutz, Nancy A. “Dual Distribution and Royalty Fees in Franchising.” *Journal of Law, Economics and Organization* 1992, 471-501.
- [4] Grossman, Sanford J. and Hart, Oliver D. “The Costs and Benefits of Ownership: A Theory of Vertical and Lateral Integration.” *Journal of Political Economy* August 1986, 691-719.
- [5] Hadfield, Gillian K. “Problematic Relations: Franchising and Law of Incomplete Contracts.” *Stanford Law Review* 1990, 927-992.
- [6] Hart, O. *Firms, Contracts, and Financial Structure*. Oxford University Press, 1995.
- [7] Hart, Oliver, and John Moore. “Property Rights and the Nature of the Firm,” *Journal of Political Economy* 1990, 1119-1158.
- [8] Hart, Oliver, Shleifer, Andrei, and Vishny, Robert W. “The Proper Scope of Government: Theory and an Application to Prisons.” Mimeo, Harvard, 1996.
- [9] Holmstrom, Bengt. “Moral Hazard in Teams.” *Bell Journal of Economics* 1982, 324-40.
- [10] Holmstrom, Bengt and Milgrom, Paul. “Aggregation and Linearity in the Provision of Intertemporal Incentives.” *Econometrica* March 1987, 55(2), 303-28.
- [11] ----- “Multitask Principal-Agent Analyses: Incentive Contracts, Asset Ownership and Job Design.” *Journal of Law, Economics and Organization* 1991, 7, Special Issue, 24-52.
- [12] ----- “The Firm as an Incentive System.” *American Economic Review* September 1994, 84(4), 972-91.
- [13] Kaufmann, Patrick J. and Lafontaine, F. “Cost of Control: The Source of Economic Rents for McDonald’s Franchisees.” *Journal of Law and Economics* 1994, 417-453.
- [14] Kostecka, Andrew. *Franchising in the Economy, 1985-1987*. Washington, D.C.: U.S. Department of Commerce, 1987.
- [15] Lafontaine, Francine. “Agency Theory and Franchising: Some Empirical Results.” *Rand Journal of Economics* 1992, v23 n2, 263-283.

- [16] ----- "Contractual Arrangements as Signaling Devices: Evidence from Franchising." *Journal of Law, Economics and Organization* 1993, 256-289.
- [17] ----- and Shaw, Kathryn L. "The Dynamics of Franchise Contracting: Evidence from Panel Data," NBER Working Paper 5585, May 1996.
- [18] Love, John F. *McDonald's: Behind the Arches*. Bantam Book: New York, 1986.
- [19] Lynch, Robert. *The Practical Guide to Joint Ventures and Corporate Alliances: How to Form, How to Organize, How to Operate*. New York: Wiley, 1989.
- [20] MacLeod, W. Bentley and Malcomson, James M. "Investment, Holdup, and the Form of Market Contracts." *American Economic Review* September 1993, 811-837.
- [21] Maskin, Eric and J. Tirole. "Unforeseen Contingencies, Property Rights, and Incomplete Contracts." mimeo, Harvard, 1996.
- [22] McAfee, R.P. and M. Schwartz (1994): "Opportunism in Multilateral Vertical Contracting: Nondiscrimination, Exclusivity, and Uniformity." *American Economic Review* 210-230.
- [23] Segal, Ilya. "Complexity and Renegotiation: A Foundation for Incomplete Contracts." Mimeo, Harvard, 1996.
- [24] Shelton, John P. "Allocative Efficiency vs. 'X-Efficiency': Comment." *American Economic Review* 1967, 1252-58.

Appendix

Proof of Proposition 1: The HQ should (1) request the same level of goodwill effort from all managers of L units, and (2) offer the same high-powered contract to all managers of H units.

(1) Let $\{g(j)\}_{j \in \mathcal{L}}$ be a profile of goodwill effort levels and $g \equiv \int_{\mathcal{L}} g(j) dj / d(\mathcal{L})$, the average of $\{g(j)\}_{j \in \mathcal{L}}$. Since $y(s, G)$ is concave in s , $y(T - g, G)$ is concave in g . Then by Jensen's Inequality,

$$\int_{\mathcal{L}} y(T - g(j), G) dj \leq \int_{\mathcal{L}} y(T - g, G) dj.$$

Therefore, the solution to program $(OP - G)$ is to choose $g(j)$ to be a constant. That is, The HQ should request the same level of goodwill effort from all managers of L units.

(2) Let us consider program $(OP - HQ')$. Assumptions 2 and 3 say that $y(s, G)$ is concave in s and $\lim_{s \rightarrow 0} y_s(s, G) = \infty$. Therefore, incentive compatibility constraint $(OP - s)$ can be replaced by

$$\alpha(i)y_s(s(i), G) = c'(s(i)).$$

By part (1) of this proposition, incentive compatibility constraint $(OP - G)$ becomes

$$g = \arg \max_g py(T - \frac{G}{p}, G) + \int_{\mathcal{I}-\mathcal{L}} [(1 - \alpha(i))y(s(i), G) - \beta(i)] di,$$

where, $G = pg$. It is easy to show that, since $y(s, G)$ is concave in (s, G) ,

$$py(T - \frac{G}{p}, G) + \int_{\mathcal{I}-\mathcal{L}} [(1 - \alpha(i))y(s(i), G) - \beta(i)] di$$

is concave in G . Its derivative with respect to G is

$$py_G(T - \frac{G}{p}, G) - y_s(T - \frac{G}{p}, G) + \int_{\mathcal{I}-\mathcal{L}} (1 - \alpha(i))y_G(s(i), G) di,$$

which decreases with G , by Assumption 3, goes to ∞ as $G \rightarrow 0$, and goes to $-\infty$ as $G \rightarrow pT$. Therefore, $(OP - G)$ can be replaced by

$$py_G(T - \frac{G}{p}, G) - y_s(T - \frac{G}{p}, G) + \int_{\mathcal{I}-\mathcal{L}} (1 - \alpha(i))y_G(s(i), G) di = 0. \quad (FOC - G)$$

The objective function of program $(OP - HQ')$ is now

$$py(T - g, G) + \int_{\mathcal{I}-\mathcal{L}} [y(s(i), G) - c(s(i)) - \frac{1}{2}r\sigma^2\alpha(i)^2] di,$$

which is also concave in G and the derivative of which with respect to G is positive for G satisfying constraint $(FOC - G)$. Therefore, program $(OP - HQ')$ can be rewritten as

$$\begin{aligned} \max \quad & py(T - g, G) + \int_{\mathcal{I}-\mathcal{L}} [y(s(i), G) - c(s(i)) - \frac{1}{2}r\sigma^2\alpha(i)^2] di && (OP - HQ') \\ \text{s.t.} \quad & py_G(T - \frac{G}{p}, G) - y_s(T - \frac{G}{p}, G) + \int_{\mathcal{I}-\mathcal{L}} (1 - \alpha(i))y_G(s(i), G) di \geq 0 && (IC - G) \\ & \alpha(i)y_s(s(i), G) = c'(s(i)) && (IC - s) \end{aligned}$$

When we change the equality sign in $(FOC - G)$ to \geq in $(IC - G)$, we expand the feasible region of program $(OP - HQ')$ to the left along the G -direction, as the left hand side of $(FOC - G)$ decreases with G . This does not change the optimum because the objective function of $(OP - HQ')$ decreases with G in the expanded feasible region. Let $\phi(s, G) \equiv c'(s)/y_s(s, G)$. Then $(IC - s)$ implies $\alpha(i) = \phi(s(i), G)$, which by Assumption 4 is convex in $s(i)$. Substitute $\alpha(i) = \phi(s(i), G)$ into the objective function and constraint $(IC - G)$. Then the integrand in the objective function,

$$y(s(i), G) - c(s(i)) - \frac{1}{2}r\sigma^2\alpha(i)^2,$$

becomes a concave function of $s(i)$. The integrand in constraint $(IC - G)$,

$$(1 - \alpha(i))y_G(s(i), G),$$

is also concave in $s(i)$ in the convex range $\{s(i) : c'(s(i))/y_s(s(i), G) \leq 1\}$, because $(1 - \alpha(i))$ is non-negative, concave and decreasing in $s(i)$, and $y_G(s(i), G)$ is, by Assumption 5, positive, concave and increasing in $s(i)$; the product of two non-negative concave functions is concave if one of them is increasing and the other decreasing. Given a profile of sales effort levels,

$\{s(i)\}_{i \in \mathcal{I}-\mathcal{L}}$, let $s \equiv \int_{\mathcal{I}-\mathcal{L}} s(i) di / d(\mathcal{I} - \mathcal{L})$, the average of $\{s(i)\}_{i \in \mathcal{I}-\mathcal{L}}$. Then, for any given G , Jensen's inequality implies

$$\int_{\mathcal{I}-\mathcal{L}} [y(s(i), G) - c(s(i)) - \frac{1}{2}r\sigma^2\alpha(i)^2] di \leq \int_{\mathcal{I}-\mathcal{L}} y(s, G) - c(s) - \frac{1}{2}r\sigma^2\alpha^2 di,$$

and

$$\begin{aligned} & py_G(T - \frac{G}{p}, G) - y_s(T - \frac{G}{p}, G) + \int_{\mathcal{I}-\mathcal{L}} (1 - \alpha(i))y_G(s(i), G) di \\ & \leq py_G(T - \frac{G}{p}, G) - y_s(T - \frac{G}{p}, G) + \int_{\mathcal{I}-\mathcal{L}} (1 - \alpha)y_G(s, G) di, \end{aligned}$$

where $\alpha = \phi(s, G)$. Therefore, choosing the same α and s for all managers of H units is better than choosing different ones. That is, the HQ should offer the same high-powered contract to all managers of H units. ■

Proof of Lemma 4: (1) s and G are continuous at $\alpha = 0$. (2) When $p = 0$, $s(\alpha, 0)$ is uniquely determined by $(FOC - s)$ and is continuous in α .

(1) We first prove that $\lim_{(\alpha, p') \rightarrow (0, p)} s(\alpha, p') = s(0, p) = T$. By $(FOC - s)$,

$$\alpha y_s(s(\alpha, p'), G) = c'(s(\alpha, p')).$$

Therefore,

$$0 \leq c'(s(\alpha, p')) - c'(s(0, p)) = \alpha y_s(s(\alpha, p'), G) \leq \alpha y_s(T, T) \rightarrow 0$$

as $\alpha \rightarrow 0$. The last inequality holds because $s(\alpha, p') \geq T$, $G \leq T$, and $y_s(s, G)$ increases with G and decreases with s . Since $c'' > 0$ as $t > T$, $(c')^{-1}$ is continuous in $[0, \infty)$ with

$(c')^{-1}(0) = T$. Therefore, $c'(s(\alpha, p')) - c'(s(0, p)) \rightarrow 0$ implies $\lim_{(\alpha, p') \rightarrow (0, p)} s(\alpha, p') = s(0, p) = T$, i.e., s is continuous at $\alpha = 0$.

When $p > 0$,

$$\frac{\partial^2 \Pi}{\partial G^2} = py_{GG}^L - 2y_{sG}^L + \frac{1}{p}y_{ss}^L + (1-p)(1-\alpha)y_{GG}^H < 0$$

by $(FOC - G)$ and the concavity of y , where a function with a superscript H (L , resp.) means that it is evaluated at (s, G) ($(T - \frac{G}{p}, G)$, resp.). Therefore $(FOC - G)$ implies G is a differentiable function of (s, α, p) when $p > 0$, by Implicit Function Theorem.

When $p = 0$,

$$G(\alpha, p) - G(0, 0) = pg \rightarrow 0.$$

(2) Now we prove that $s(\alpha, 0)$ is continuous in α . $s(\alpha, 0)$ is defined by

$$\alpha y_s(s(\alpha, 0), G) = c(s(\alpha, 0)).$$

If $y_s(T, 0) = 0$, then $y_s(s, 0) = 0$ for all $s \geq T$ by the concavity of y , and therefore, $s(\alpha, 0) = T$ for all α .

If $y_s(T, 0) \neq 0$, then for $\alpha > 0$, $s(\alpha, 0) > T$ and thus $c''(s(\alpha, 0)) > 0$. Implicit Function Theorem then implies that $s(\alpha, 0)$ is differentiable with respect to α . The continuity of $s(\alpha, 0)$ at $\alpha = 0$ is implied by $\lim_{\alpha' \rightarrow 0} c'(s(\alpha', 0)) = \alpha' y_s(s(\alpha', 0)) = 0$. ■

Proof of Proposition 2: At the optimum, $\alpha \in (0, 1)$.

We first prove the result for the very special case of $p = 1$. In this case, $(FOC - G)$ becomes

$$y_G(T - G, G) - y_s(T - G, G) = 0,$$

which implies that G does not depend on α . Therefore, α is chosen to

$$\begin{aligned} \pi^H &= \max_{\alpha, s} y(s, G) - c(s) - \frac{1}{2}r\sigma^2\alpha^2 \\ \text{s.t.} \quad &\alpha y_s(s, G) - c'(s) = 0 \quad (IC) \end{aligned}$$

The Lagrangian of the program is

$$L = y(s, G) - c(s) - \frac{1}{2}r\sigma^2\alpha^2 + \lambda[\alpha y_s(s, G) - c'(s)].$$

Differentiation yields

$$\begin{aligned} \frac{\partial L}{\partial s} &= -r\sigma^2\alpha + \lambda y_s(s, G), \\ \frac{\partial L}{\partial \alpha} &= (1 - \alpha)y_s(s, G) + \lambda[\alpha y_{ss}(s, G) - c''(s)]. \end{aligned}$$

By the incentive compatibility constraint, $s \geq T > 0$. Therefore, $\frac{\partial L}{\partial s} = 0$. If $\alpha = 1$, then $\frac{\partial L}{\partial s} = 0$ implies $\lambda = 0$, which in turn implies $\frac{\partial L}{\partial \alpha} < 0$. This is a contradiction. If $\alpha = 0$, the incentive compatibility constraint implies that $s = T$. Therefore, $\frac{\partial L}{\partial s} = y_s(T, G) > 0$. This is again a contradiction. Therefore, $\alpha \in (0, 1)$.

Now, we consider the more general case of $p < 1$. At $\alpha = 1$, $(FOC - \alpha)$ becomes

$$\frac{d\Pi}{d\alpha} = -(1-p)r\sigma^2 + (1-p)y_G^H \frac{dG}{d\alpha}.$$

Apply the implicit function theorem to $(FOC - s)$ and $(FOC - G)$. We have, at $\alpha = 1$,

$$\frac{dG}{d\alpha} = \frac{1}{|J|}(1-p)y_G^H(y_{ss}^H - c''),$$

where, the Jacobian matrix

$$J = \begin{pmatrix} -c''(s) & 0 \\ 0 & py_{GG}^L - 2y_{sG}^L + \frac{1}{p}y_{ss}^L \end{pmatrix} + \begin{pmatrix} \alpha y_{ss}^H & \alpha y_{sG}^H \\ (1-p)(1-\alpha)y_{sG}^H & (1-p)(1-\alpha)y_{GG}^H \end{pmatrix}$$

is positive definite; it is the sum of a positive-definite matrix and a semipositive-definite matrix. Therefore, at $\alpha = 1$, $\frac{dG}{d\alpha} < 0$, which implies that $\frac{d\Pi}{d\alpha} < 0$. Thus the optimal α is not 1.

At $\alpha = 0$, we cannot use the above argument anymore because the Jacobian becomes singular. We need to utilize the interaction between α and p and therefore some results from the next subsection. Suppose $\alpha = 0$, then $s = T$ by $(FOC - s)$. Thus $\frac{\partial s}{\partial p} = 0$ and $(FOC - p)$ becomes

$$\begin{aligned} \frac{d\Pi}{dp} &= \pi^L - \pi^H + gy_s^L \\ &= y(T - g, G) - y(T, G) + gy_s(T - g, G) > 0, \end{aligned}$$

as $g(s, G)$ is concave in s . This implies that the optimal $p = 1$. The first part of the proof shows that in this case the optimal α is not 0, a contradiction to our assumption that $\alpha = 0$. Therefore, $\alpha \in (0, 1)$ for the case of $p < 1$ also. ■

Proof of Proposition 3: For any given p , $\pi^L < \pi^H$ at the corresponding HQ's optimal choice of α , denoted by $\alpha^(p)$. In particular, $\pi^L < \pi^H$ holds in equilibrium.*

Note from the discussion preceding Lemma 4 that, when $\alpha = 0$, an H manager chooses $s = T$, and $\pi^H(\alpha = 0) \equiv \Pi^H(\alpha \rightarrow 0) = y(T, G)$. Now, we prove the result for two separate cases:

Case 1: $p < 1$

By the definition of π^L ,

$$\pi^L(\alpha = \alpha^*(p)) = y(T - g(\alpha^*), pg(\alpha^*)) \leq \max_g y(T - g, pg).$$

Since $y(s, G)$ increases with s and $p < 1$,

$$\max_g y(T - g, pg) < \max_g py(T - g, pg) + (1-p)y(T, pg) = \pi(\alpha = 0).$$

By the definition of $\alpha^*(p)$,

$$\pi(\alpha = 0) \leq \pi(\alpha = \alpha^*(p)) = p\pi^L(\alpha = \alpha^*(p)) + (1-p)\pi^H(\alpha = \alpha^*(p)).$$

Combining the above three inequalities, we have:

$$\pi^L(\alpha = \alpha^*(p)) < p\pi^L(\alpha = \alpha^*(p)) + (1-p)\pi^H(\alpha = \alpha^*(p)),$$

which implies that $\pi^L(\alpha = \alpha^*(p)) < \pi^H(\alpha = \alpha^*(p))$.

Case 2: $p = 1$

In this case, $(FOC - G)$ implies that G , and thus π^L , is independent of α . Therefore, the optimal α maximizes π^H . Then $\pi^H(\alpha = \alpha^*(p)) \geq \pi^H(\alpha = 0) = y(T, G) > y(T - G, G) = \pi^L$. ■

Proof of Lemma 5: $\liminf_{(\alpha', p) \rightarrow (\alpha, 0)} \Pi(\alpha', p) \geq \Pi(\alpha, 0)$. Furthermore, if $y(s, 0) = 0$, then $\lim_{(\alpha', p) \rightarrow (\alpha, 0)} \Pi(\alpha', p) = \Pi(\alpha, 0)$.

At $(\alpha, p = 0)$, $G = 0$ and $s(\alpha, p = 0)$ is determined by

$$\alpha y_s(s, 0) = c'(s).$$

At $(\alpha', p > 0)$, $G > 0$ by $(FOC - G)$ and $s(\alpha', p)$ is determined by

$$\alpha' y_s(s, G) = c'(s). \quad (A1)$$

Because $y_{sG} > 0$, it is easy to see that $s(\alpha', p) > s(\alpha', p = 0)$, for $p > 0$.

By the definition of Π ,

$$\Pi(\alpha', p) = py(T - g, G) + (1-p)[y(s(\alpha', p), G) - c(s(\alpha', p))] - \frac{1}{2}r\sigma^2\alpha'^2, \quad (A2)$$

and

$$\Pi(\alpha, 0) = y(s(\alpha, 0), 0) - c(s(\alpha, 0)) - \frac{1}{2}r\sigma^2\alpha^2. \quad (A3)$$

By (A2) and (A3) and rearrangement, we have,

$$\begin{aligned} \Pi(\alpha', p) - \Pi(\alpha, 0) &= p[y(T - g, G) - \Pi(\alpha, 0)] + \frac{1}{2}(1-p)r\sigma^2(\alpha^2 - \alpha'^2) \\ &+ (1-p)[y(s(\alpha', 0), 0) - c(s(\alpha', 0)) - y(s(\alpha, 0), 0) + c(s(\alpha, 0))] \\ &+ (1-p)[y(s(\alpha', p), G) - c(s(\alpha', p)) - y(s(\alpha', 0), 0) + c(s(\alpha', 0))]. \end{aligned}$$

In the above equation, as $p \rightarrow 0$ and $\alpha' \rightarrow \alpha$, the first two terms go to 0. By Lemma 1(2), $s(\alpha, 0)$ is continuous in α and thus the third term goes to 0 as $\alpha' \rightarrow \alpha$. Therefore, the last term is crucial in determining the sign of $\Pi(\alpha', p) - \Pi(\alpha, 0)$. We want to show that the last term is non-negative.

$$\begin{aligned} &y(s(\alpha', p), G) - c(s(\alpha', p)) - y(s(\alpha', 0), 0) + c(s(\alpha', 0)) \\ &= y(0, G) + \int_0^{s(\alpha', p)} [y_s(s, G) - c'(s)] ds - y(0, 0) - \int_0^{s(\alpha', 0)} [y_s(s, 0) - c'(s)] ds \\ &\geq \int_{s(\alpha', 0)}^{s(\alpha', p)} [y_s(s, G) - c'(s)] ds \end{aligned} \quad (A4)$$

$$\geq \int_{s(\alpha', 0)}^{s(\alpha', p)} [y_s(s(\alpha', p), G) - c'(s(\alpha', p))] ds \quad (A5)$$

$$= [s(\alpha', p) - s(\alpha', 0)](1 - \alpha')y_s(s(\alpha', p), G) \geq 0. \quad (A6)$$

Inequality (A4) is because $y(0, G) \geq y(0, 0)$. Inequality (A5) holds because $y_s(s, G) - c'(s)$ decreases in s . Equation (A6) is by (A1). Therefore, $\liminf_{(\alpha', p) \rightarrow (\alpha, 0)} \Pi(\alpha', p) \geq \Pi(\alpha, 0)$.

When $y(s, 0) = 0$, by (A2),

$$\begin{aligned} & \limsup_{(\alpha', p) \rightarrow (\alpha, 0)} \Pi(p, \alpha') \\ \leq & \limsup_{(\alpha', p) \rightarrow (\alpha, 0)} py(T - g, G) + (1 - p)y(s(\alpha', p), G) - \frac{1}{2}(1 - p)r\sigma^2\alpha^2 \\ \leq & -\frac{1}{2}r\sigma^2\alpha^2 \\ \leq & \Pi(0, \alpha). \end{aligned}$$

Combining this with the above result, we have $\lim_{(\alpha', p) \rightarrow (\alpha, 0)} \Pi(p, \alpha') = \Pi(0, \alpha)$. ■

Proof of Proposition 4: It is optimal for the company to have some L units.

If $y(s, 0) = 0$ for all s , we have argued in the text why the optimal p is positive. If $y(s, 0)$ is not always zero, then the concavity, the monotonicity, and the non-negativity of y implies that $y(s, 0) > 0$ for all $s > 0$.

We consider the limit of $\frac{d\Pi}{dp}$ as $p \rightarrow 0$. By (*FOC* - p),

$$\frac{d\Pi}{dp} = (\pi^L - \pi^H) + gy_s^L + (1 - p)\alpha y_G^H \frac{\partial G}{\partial p} + (1 - p)(1 - \alpha)y_s^H \frac{\partial s}{\partial p}.$$

(*FOC* - G) implies that,

$$y_s(T - g, G) \geq (1 - p)(1 - \alpha)y_G(s, G).$$

Since $s \geq T$ and $y_{sG} > 0$,

$$(1 - p)(1 - \alpha)y_G(s, G) \geq (1 - p)(1 - \alpha)y_G(T, G),$$

the right hand side of which $\rightarrow \infty$ because $G = pg \leq pT$, Assumption 3 says that $\lim_{G \rightarrow 0} y_G = \infty$, and Proposition 2 says that $\alpha < 1$. Therefore, $y_s(T - g, G) \rightarrow \infty$, which implies $g \rightarrow T$. Then, by Assumption 6, the substitution effect in (*FOC* - p), $gy_s^L \rightarrow \infty$;

$$\lim_{p \rightarrow 0} gy_s^L = T \lim_{p \rightarrow 0} y_s(T - g, G) = T \lim_{(s, G) \rightarrow (0, 0)} y_s(s, G) = \infty.$$

In (*FOC* - p), $\pi^L - \pi^H$ is bounded. Then to determine the sign of $\frac{d\Pi}{dp}$ as $p \rightarrow 0$, it is sufficient to show that $\frac{\partial G}{\partial p} > 0$ and $\frac{\partial s}{\partial p} > 0$ as $p \rightarrow 0$. By Lemma 3, it suffices to show that $\frac{\partial^2 \Pi}{\partial p \partial G} > 0$. Substitute (*FOC* - G) into $\frac{\partial^2 \Pi}{\partial p \partial G}$ and rearrange. Then

$$(1 - p) \frac{\partial^2 \Pi}{\partial p \partial G} = y_G^L + (1 - p)gy_{sG}^L - \frac{(1 - p)}{p}gy_{ss}^L - y_s^L, \quad (A7)$$

in which only the last term is negative. By Assumption 6, y_s is weakly convex. Then

$$y_s(T, G) - y_s(T - g, G) \geq gy_{ss}(T - g, G),$$

in which $y_s(T - g, G) \rightarrow \infty$. Therefore,

$$-gy_{ss}^L = -gy_{ss}(T - g, G) \rightarrow \infty.$$

Rearranging (A7) yields

$$\begin{aligned} (1-p) \frac{\partial^2 \Pi}{\partial p \partial G} &= y_G^L + (1-p)gy_{sG}^L - \frac{(1-2p)}{p}gy_{ss}^L - gy_{ss}(T - g, G) - y_s^L \\ &\geq y_G^L + (1-p)gy_{sG}^L - \frac{(1-2p)}{p}gy_{ss}^L - y_s(T, G) \rightarrow \infty. \end{aligned}$$

In summary, we have shown that $\frac{d\Pi}{dp} \rightarrow \infty$ as $p \rightarrow 0$. Therefore, the optimal p is positive unless the value of Π at $p = 0$ is higher than $\lim_{p \rightarrow 0} \Pi$, which Lemma 5 excludes. This completes the proof of the Proposition. ■

Proof of Lemma 6: When $p = 1$, the optimal $s > T$. $\frac{d\pi^H}{dr} = -\frac{1}{2}\sigma^2\alpha^2 < 0$, $\frac{d\pi^H}{d\sigma} = -r\sigma\alpha^2 < 0$ and $\frac{d\pi^H}{dK} = -c(s) - \lambda c'(s) < 0$, where λ is the Lagrange multiplier of the constraint and is positive.

The Lagrangian of the program that chooses the optimal α and s is

$$L = y(s, G) - Kc(s) - \frac{1}{2}r\sigma^2\alpha^2 + \lambda[\alpha y_s(s, G) - Kc'(s)].$$

In the proof of Proposition 2, we showed that the optimal $\alpha \in (0, 1)$ and $\frac{\partial L}{\partial \alpha} = 0$. Therefore, $\lambda > 0$ and the optimal $s > T$.

By the envelope theorem, we have, $\frac{d\pi^H}{dr} = -\frac{1}{2}\sigma^2\alpha^2 < 0$, $\frac{d\pi^H}{d\sigma} = -r\sigma\alpha^2 < 0$ and $\frac{d\pi^H}{dK} = -c(s) - \lambda c'(s) < 0$. ■

Proof of Lemma 7: When $p = 1$, if $y(s, 0) > 0$ for $s > 0$ and $\lim_{(s,G) \rightarrow (0,0)} Gy_G(s, G) = 0$, then $\frac{d\pi}{dp} |_{p=1} < 0$ for sufficiently small T .

As $T \rightarrow 0$, $\pi^L = y(T - g, T) \rightarrow y(0, 0)$. When $p = 1$, $gy_s^L = Gy_s(T - G, G)$. By (FOC-G), This is $Gy_G(T - G, G)$, which, by the assumption of the Lemma, approaches 0 as both G and T go to 0.

$$\begin{aligned} \pi^H &= \max_{\alpha} y(s, G) - c(s - T) - \frac{1}{2}r\sigma^2\alpha^2 \\ \text{s.t.} &\quad \alpha y_s(s, G) - c'(s - T) = 0. \end{aligned}$$

As $T \rightarrow 0$, π^H approaches,

$$\begin{aligned} \pi^H(T = 0) &= \max_{\alpha} y(s, 0) - c(s) - \frac{1}{2}r\sigma^2\alpha^2 \\ \text{s.t.} &\quad \alpha y_s(s, 0) - c'(s) = 0, \end{aligned}$$

which is independent of T and greater than $y(0, 0)$. Therefore,

$$\lim_{T \rightarrow 0} \frac{d\pi}{dp} |_{p=1} = y(0, 0) - \pi^H(T = 0) < 0,$$

that is, $\frac{d\pi}{dp} |_{p=1} < 0$ for sufficiently small T . ■

Proof of Proposition 9: For k_1 and k_2 sufficiently small, the high-powered incentive contract is renegotiation-proof if and only if the manager owns the unit's physical asset.

Consider the HQ's optimization problem

$$\begin{aligned} \max \quad & py(T - \frac{G}{p}, G) + (1-p)[y(s, G) - c(s) - \frac{1}{2}r\sigma^2\alpha^2] && (OP - HQ) \\ \text{s.t.} \quad & \alpha y_s(s, G) - c'(s) = 0 && (FOC - s) \\ & py_G(T - \frac{G}{p}, G) - y_s(T - \frac{G}{p}, G) + (1-p)(1-\alpha)y_G(s, G) = 0 && (FOC - G) \end{aligned}$$

where $y(s, G) = z(s, G) + k_1\mu(s) + k_2\nu(G)$. Let the solution to program $(OP - HQ)$ be denoted with a superscript $*$. We want to show that, for sufficiently small k_1 and k_2 ,

$$\alpha^* y(s^*, G^*) > y(s^*, 0) = k_1\mu(s^*). \quad (A8)$$

The proof for the second inequality above Proposition 8 is similar.

If the solution to $(OP - HQ)$, $(\alpha^*, p^*, s^*, G^*)$, is continuous in (k_1, k_2) , then, as $(k_1, k_2) \rightarrow (0, 0)$, $\alpha^* y(s^*, G^*) \rightarrow \alpha^0 y(s^0, G^0)$, where (α^0, s^0, G^0) is the equilibrium at $(k_1, k_2) = (0, 0)$. By Proposition 2, $\alpha^0 y(s^0, G^0) > 0$. As $(k_1, k_2) \rightarrow (0, 0)$, $k_1\mu(s^*) \rightarrow 0$. Therefore, (A8) holds for sufficiently small k_1 and k_2 . Unfortunately, it is not easy to show the continuity of the equilibrium because program $(OP - HQ)$ is in general not concave.

To prove the inequality, we first perform an exercise similar to the proof of Proposition 1(2). Let $\phi(s, G) \equiv c'(s)/y_s(s, G)$. Then $(FOC - s)$ becomes $\alpha = \phi(s, G)$. By Assumption 4, ϕ is convex in s . Substitute $\alpha = \phi(s, G)$ into the objective function and constraint $(FOC - G)$ in $(OP - HQ)$. Then $(OP - HQ)$ becomes

$$\begin{aligned} \max \quad & py(T - \frac{G}{p}, G) + (1-p)[y(s, G) - c(s) - \frac{1}{2}r\sigma^2\phi(s, G)^2] && (OP - HQ) \\ \text{s.t.} \quad & py_G(T - \frac{G}{p}, G) - y_s(T - \frac{G}{p}, G) + (1-p)(1-\phi(s, G))y_G(s, G) \geq 0 && (FOC - G) \end{aligned}$$

The reason why we can change the equality in $(FOC - G)$ to inequality is the same as that offered in the proof of Proposition 1(2). Now, given (p, G) , $(OP - HQ)$ is a concave program that chooses the optimal s . The solution $s = s(p, G, k_1, k_2)$ is differentiable. Substitute the solution into the objective function. We have an unconstrained optimization problem²⁵

$$\max_{p, G} f(p, G, k_1, k_2), \quad (A9)$$

where f is differentiable. Again, we don't know whether or not the solution to (A9) is continuous in (k_1, k_2) .

Define

$$\mathcal{S} \equiv \{(p, G, k_1, k_2) : (p, G) = \arg \max_{p, G} f(p, G, k_1, k_2)\}.$$

We claim that \mathcal{S} is a closed set. Suppose this is not true. Then there exists a sequence $(p_n, G_n, k_{1n}, k_{2n}) \in \mathcal{S}$ such that $\lim_{n \rightarrow \infty} (p_n, G_n, k_{1n}, k_{2n}) = (p_0, G_0, k_{10}, k_{20})$ but $(p_0, G_0, k_{10}, k_{20})$ is not in \mathcal{S} . There exists (p', G') such that

$$f(p_0, G_0, k_{10}, k_{20}) < f(p', G', k_{10}, k_{20}). \quad (A10)$$

²⁵The constraint that $p \in [0, 1]$ does not affect the argument and is thus omitted.

Let $\epsilon \in (0, \frac{1}{2}[f(p', G', k_{10}, k_{20}) - f(p_0, G_0, k_{10}, k_{20})])$. Since f is continuous, for sufficiently large n ,

$$|f(p_n, G_n, k_{1n}, k_{2n}) - f(p_0, G_0, k_{10}, k_{20})| < \epsilon,$$

and

$$|f(p', G', k_{1n}, k_{2n}) - f(p', G', k_{10}, k_{20})| < \epsilon.$$

(A10) then implies that

$$f(p_n, G_n, k_{1n}, k_{2n}) < f(p', G', k_{1n}, k_{2n}),$$

which contradicts with the fact that $(p_n, G_n, k_{1n}, k_{2n}) \in \mathcal{S}$. Therefore, \mathcal{S} is a closed set.

Now, we want to show that

$$\liminf_{(k_1, k_2) \rightarrow (0, 0)} \alpha^* y(s^*, G^*) > 0. \quad (A11)$$

Suppose, on the contrary, $\liminf_{(k_1, k_2) \rightarrow (0, 0)} \alpha^* y(s^*, G^*) = 0$. Then, there exists a sequence $(p_n, G_n, k_{1n}, k_{2n}) \in \mathcal{S}$ such that $\lim_{n \rightarrow \infty} (p_n, G_n, k_{1n}, k_{2n}) = (p_0, G_0, 0, 0)$ and $\alpha_0 y(s_0, G_0) = 0$, where $s_0 = s(p_0, G_0, 0, 0)$ and $\alpha_0 = \phi(s_0, G_0)$. Since \mathcal{S} is a closed set, $(p_0, G_0, 0, 0) \in \mathcal{S}$ and thus $(\alpha_0, p_0, s_0, G_0)$ is an equilibrium for the case of $(k_1, k_2) = (0, 0)$. Proposition 2 implies that $\alpha_0 y(s_0, G_0) \neq 0$. This is a contradiction. Therefore, (A11) holds. ■