

The Evolving Role of Private Equity in the Roofing Services Sector

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INTRODUCTION

Private equity investors have long shown interest in the construction industry, but recently, the roofing sector has drawn heightened attention. The roofing business landscape is highly fragmented, characterized by a few large operators and thousands of small and medium-sized companies, suggesting that it is ripe for consolidation. Also, with a rise in severe weather conditions, there is also a rise in demand for impact resistant roofing materials—a trend expected to grow at a moderate pace.

And finally, the roofing sector offers highly attractive investment criteria, including low regulatory risk (many services are straightforward and funded directly by property owners), a limited number of active consolidators, opportunities for strong recurring revenue through maintenance and repair services (replacing roofs on existing homes is 85% of the market; 5 million new roofs are installed annually), and promising industry growth projections (projections put a 4.5% compound annual growth rate [CAGR] through 2030).

FIRST A FEW BASICS:

Private Equity Funds: Defined

Private equity funds are investment vehicles focused on acquiring privately held companies. As of mid-2021, there were over 18,000 private equity funds active in the United States, according to SEC data. Further, by analyzing data from Pitchbook and other sources, these funds invest in excess of \$100B per quarter into U.S. businesses. Recently, there has been tremendous growth among the lower middle market firms that are willing to acquire smaller companies.

Private equity investments typically take shape as either a buyout or an infusion of growth capital, with the distinction being the

intended use of the funds and the percentage of a company acquired. Most transactions are structured as buyouts.

In these deals, the buyer acquires control of a company – at least 51% but oftentimes 75% or more – and the sellers or key managers retain a minority ownership position going forward. These deals in turn can be classified as either a platform investment or an add-on acquisition, largely based on the size and strategy of the investment.

Types of Private Equity Deal Structures

A platform investment is the firm's initial investment in a specific industry. Platform investments must meet stringent requirements and be of a certain size; most lower middle market funds look for companies with at least \$3M in EBITDA (earnings before interest, tax, depreciation, and amortization), stable cash flows, recurring revenue, and a promising outlook for the industry.

Add-on investments are acquisitions by these platform companies. There tend to be fewer requirements for add-on acquisitions, as size can be less relevant as long as the add-on is synergistic with the portfolio company.

Growth capital investments, on the other hand, also result in the creation of a new platform but can be structured as either control or non-control (minority) investments. Further, whereas in a buyout the majority of the cash component is distributed to the sellers, many growth capital investments are structured to fund growth and not pay out the sellers as in a traditional sale.

Types of Private Equity Buyers

The market for roofing company acquisitions largely involves three categories of buyers:

01 Pure strategic buyers: groups lacking a private equity sponsor

02 Private equity platforms: groups aggressively pursuing add-on acquisitions

03 New private equity entrants: groups seeking to capitalize and build their own platform

Typical Timeline for a Private Equity Acquisition

PE firms manage money for outside investors, known as limited partners (“LP”), for whom they ultimately need to generate a return on their investment. In order to pay LPs a return, firms need to liquidate their investments.

Typically, a firm will hold an investment for 5-7 years, growing it rapidly during this time. Eventually, they will sell the company to another PE firm or a strategic buyer.

The Attributes Attracting PE to the Roofing Industry

PE investors each have their own set of investment criteria. Typically, a company needs

to generate at least \$25M in revenue and \$3M in EBITDA in order to be considered for a platform acquisition; however, a company may only need ~\$1M in revenue in order to qualify as an add-on investment. Strong roofing companies throughout the country should command an EBITDA percentage between 10 and 18 percent.

Financials aside, the following characteristics define an attractive company in the eyes of many investors:



Experienced, capable leadership team



Low customer concentration



Strong customer retention



Above-market growth



Strong EBITDA margins

Most investors within the commercial and residential roofing space prefer to acquire roofing companies that have a strong track record with re-roofing services and gutter and siding repairs as opposed to new construction projects.

A prime example of this within the commercial sector is Roofed Right America, which was acquired by Great Range Capital, a private equity firm in Kansas City, Missouri.

Residential roofing contractors fall into two different categories:

Retail: the contractor works directly with the home owner

Insurance: the contractor works with the insurance company to help pay for all or partial payment for the roofing repairs.

There are several residential contractors who like the new construction market, however, the majority of the contractors prefer re-roofing projects along with siding and gutter repairs.

In order to better understand the two different business models look no further than Alpine Investors, which created a platform called Vertex Service partners and have been acquiring residential roofing contractors within the retail space—meaning, they acquire contractors and work directly with the homeowner. Whereas, Gauge Capital acquired Apple Roofing and have been acquiring residential contractors with a business model to work with the insurance companies and homeowner to perform the work.

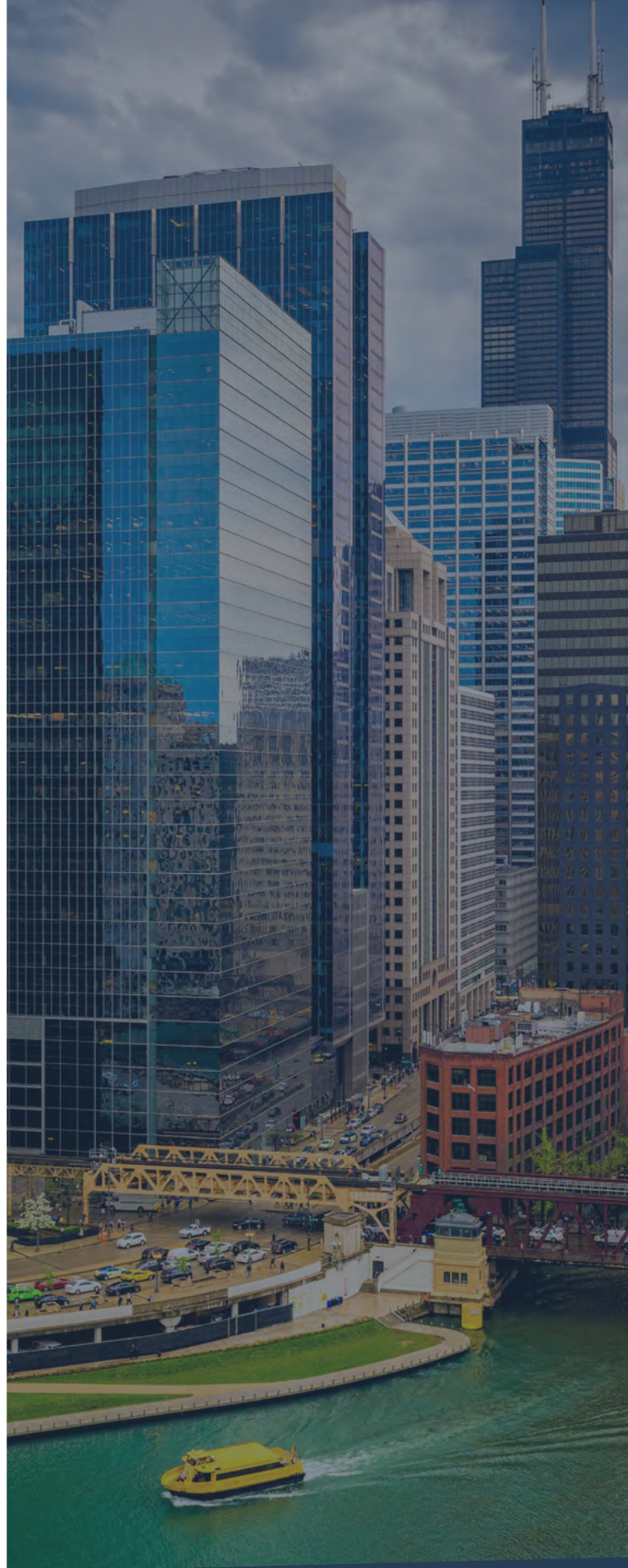
In both of the previous examples in the residential space, firms prefer re-roof, repairs, siding and gutters as compared to new construction or full-roof replacement.

However, within the residential roofing sector there are buyers who acquire contractors with a larger portion of their business predicated on new construction. For an example, look at Southern Exteriors, which was acquired by Monomoy private equity firm.

Geography

In the commercial roofing space, as long as the business is healthy and growing, buyers will be interested regardless of where the company's location.

In the residential roofing space, investor prefer companies located where there is more demand from storms and other weather-related activity, such as the Midwest and Southeast.





IMPACT ON COMPANY OWNERS

How Consolidation Drives Demand

Consolidation can create a more competitive market, and independent companies can expect increased competition when one or more large operators enter their markets. It also creates tremendous opportunity. The entrance of new players who have specific mandates to grow through acquisitions means that the demand to acquire may exceed the supply of companies for sale.

In other words, it becomes a seller's market.

When industries go through consolidation cycles, valuations increase as buyers compete with each other to purchase premier companies. Such cycles can last anywhere from 5-15 years, with owners who exit amidst the frenzy realizing massive premiums compared to the average valuations obtained during other cycles. Furthermore, the increase in the number of buyers in the market increases the options for a seller.

Platform vs Add-On

There are major differences between selling as a platform and as an add-on, well beyond any perceived financial distinctions. Even companies that fit the financial profile of a platform may find themselves transacting as an add-on.

The Case for Platforms

A platform investment nearly always requires the company to come with a CEO who retains a significant equity stake in the business going forward. In the lower middle market, that often means the owner is the CEO. How significant the equity stake must be will vary by the individual PE firm and the capital structure of the business prior to a transaction, but 20% or more is common. Not all sellers want to make this large of a commitment of either time or money.

The upside, however, can be appealing. As with most investments, those who get in on the ground floor of something successful tend to reap the biggest rewards, and the same is true for those owners who create a new platform. Their rollover equity tends to appreciate more than that of any ensuing add-on.

The Case for Add-Ons

Add-ons, however, create a simpler path for the seller, as they likely involve a lower threshold for rollover and the potential for a shorter post-close commitment to the business. They may still be required to stay on for a few years if they are instrumental to either sales or operations, but that is usually a less intensive commitment than that made by one selling as a platform.

Further, their day-to-day is likely easier. Selling to private equity tends to be glamorized, and not enough is written about just how challenging it can be to operate a business owned by private equity and report to a PE-controlled board of directors.

Great challenges can yield great rewards, but they can also result in great failures.



THE INFORMATION ASYMMETRY

The Information Asymmetry

First-time sellers face a significant disadvantage when selling to private equity or corporate buyers. There are a variety of reasons why, but it boils down to an information asymmetry between the seller and the sophisticated buyers on the other side of the table.

The main factors contributing to this information asymmetry are the opacity of the private capital markets and the relative lack of available information about private company transactions.

In such transactions, the more experienced buyer has access to proprietary off-market information about valuations, transaction structures, and deal terms that is only available to someone with vast transactional experience and an extensive network. They can leverage this information asymmetry to purchase companies for less money and on more favorable terms than if the playing field were leveled.

As a result, several sellers unknowingly accept a less-than-optimal offer.

The Value of an Advisor

An M&A advisor can generally help a seller identify and contact potential buyers, value the seller's business, negotiate with a potential buyer, and close a deal at a lower cost than the seller would incur on its own.

Several resources exist to support company owners in a sale, with the primary being M&A advisors. A sell-side M&A advisor acts as an exclusive advisor to the company owner, representing their interests in the transaction and managing the process from pre-sale

planning through to closing. A qualified advisor has a broad base of transactional experience, in-depth knowledge of an industry, and an expansive network of contacts among relevant strategic buyers and outside investors. While some firms specialize exclusively in the roofing industry, company owners would be wise to retain a firm with broader expertise as they can draw from a larger network of potential buyers and contribute unique points of view to the process.

A sell-side M&A advisor will ensure that the company owner maximizes the sale process by eliminating the information asymmetry. Several studies have demonstrated that businesses sold through advisors receive higher prices than those sold by their owners, and the best firms align their incentives with their client's objectives to ensure all parties are focused on one goal.

One study analyzed nearly 5,000 transactions over 20 years and estimated that sellers who enlisted the guidance of an M&A advisor garnered valuation premiums of around 25%.

M&A ROOFING OUTLOOK FOR 2025 AND 2026

Now is an excellent time to sell a roofing company. There have never been so many platforms competing for add-ons and there remains a seemingly unquenchable thirst for attractive new platforms.

The prospects over the next 12-18 months are very bright, but trying to predict the market beyond 2025 is difficult. Presidential election years always present uncertainty for all financial markets, and even an insular

industry like roofing services is not immune to macroeconomic factors like changes in interest rates and tax rates.

We still like the prospects for sellers over the next 3-5 years, as we expect demand to remain strong. However, predicting valuations beyond the near term is almost impossible.

Eventually, the ratio of supply to demand will flip. In the United States, all of these owners will retire someday, and most are counting on the sale of their company as both their exit strategy and a critical element of their retirement savings. It doesn't take a rocket scientist to calculate an imminent increase in companies for sale over the next 5-15 years.

We anticipate ultimately seeing company owners competing with each other in an effort to sell, with buyers having multiple options in most markets as the supply of companies for sale exceeds demand. There will still be buyers, but the shift in the supply-to-demand ratio will put downward pressure on valuations.

This dynamic is great if you're planning to buy a company because your options will increase with each year. A company owner preparing for an exit, however, would be wise to evaluate supply and demand when determining when to sell, because those owners who sell at the beginning of this impending wave will achieve better results.

Quite regularly, Caber Hill Advisors fields queries from new roofing buyers eager to make add-on acquisitions or platform investments in the space. These frequent, ever-persistent queries just reinforce our main claim: **it is a seller's market.**



ABOUT CABER HILL ADVISORS

Caber Hill Advisors assists private company owners and prospective company buyers in the sale, purchase, or evaluation of a company, and has acted as the trusted advisor to hundreds of company owners across numerous sectors. Our team has in-depth knowledge of the roofing industry and close connections with its leading investors. The firm utilizes a proven process for selling companies, bringing capabilities that are often only found at Wall Street investment banks to small- and medium-sized businesses.

Our clients are our best advocates.

Here is what the President of Horizon Services Company had to say about Managing Director Peter Holton:



Peter Holton and the Caber Hill team is the most important element of your transaction because for Peter it's not another transaction – it's personal and he deeply cares about his clients. I encourage all who read this to reach out to me and demand to know the specific reasons that support these bold statements, and I will gladly do so because the reasons are too numerous."

- President of Horizon Services Company



Peter J. Holton
Managing Director

PETER J. HOLTON, Managing Director of Caber Hill Advisors, has over 20 years of experience in sales, operations and M&A within the facility service and manufacturing industries. Prior to joining Caber Hill, Mr. Holton worked with Craig Castelli at Bridge Ventures in Chicago. He began his career working in the construction industry, spending nearly a decade at Rose Paving Company where he held both regional and national positions in a variety of roles, including business development, operations, sales and mergers and acquisitions.

