

## FORM ADV PART 2A: Firm Brochure

### Palatine Fund Advisors, LLC

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This Brochure provides information about the qualifications and business practices of Palatine Fund Advisors, LLC ("**Palatine**"). If you have any questions about the contents of this Brochure, please contact the Chief Compliance Officer ("**CCO**") at (212) 850-2208 or [eeichenholtz@pal-partners.com](mailto:eeichenholtz@pal-partners.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Palatine is a registered investment adviser. Registration as an investment adviser does not imply that Palatine or any of its principals or employees possesses a particular level of skill or training in the investment advisory business or any other business.

Additional information about Palatine also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. The CRD number for Palatine is 168077.

Item 2: Material Changes

This is the initial Form ADV Part 2A filing for Palatine and as such, there are no material changes to report. In the future, Palatine will use this Item to report any necessary material updates.

**Item 3: Table of Contents**

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**Item 4: Advisory Business**

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Palatine Fund Advisors, LLC ("**Palatine**", the "**Firm**" or "**we**", "**us**" or "**our**"), a Delaware limited liability company, is a New York and Miami Beach-based real estate investment advisory firm which commenced operations in January 2007. The Firm's principal owner is Alexander Hurst.

Palatine provides discretionary investment advisory services to various private partnerships, proprietary entities and other private, pooled investment vehicles (each a "**Fund**" and collectively, the "**Funds**") each of which focuses on real estate and real estate-related investments. Investments may take many different forms and structures, but Palatine generally targets investments in the consumer-oriented, needs-based asset classes (residential, self-storage, parking and senior living) primarily in the Southeast and Texas regions of the United States ("**U.S.**"). Interest in the Funds are generally offered through private offerings to qualified U.S. and non-U.S. investors.

The investment strategies of the Funds to which Palatine currently provides investment advice typically consists of markets with specific characteristics, such as one to five million residents, employment and population growth and strong densities. The Firm also typically looks to markets where a meaningful percentage of an investment's return may be derived from free cash flow instead of market appreciation.

Palatine does tailor its advisory services to the individual needs of a particular Fund, as necessary. Each Fund has a set of specific guidelines that may limit the strategy, size, concentration, geography and/or terms of the Fund's underlying investments as described in each Fund's governing documents. Each Fund's offering memoranda, governing documents, subscription agreements, side letters, and any investment management agreement between Palatine and each Fund collectively shall be referred to herein as "**Operative Documents.**"

The Firm does not participate in wrap fee programs.

As of June 2018, Palatine managed approximately \$315,000,000 of Fund assets on a discretionary basis.

**Item 5: Fees and Compensation**

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Palatine's fee and compensation arrangements vary depending on the particular Fund. The specific terms of such arrangements are set forth in each Fund's governing documents.

Generally, the Funds pay Palatine an asset-based management fee (the "**Management Fee**"), calculated and charged, based on a percentage of the committed capital of the admitted investors (reduced to invested capital after the expiration of the Fund's investment period). Typically, the Management Fee will be range from 1.5% to 2.0% per annum of the aggregate capital commitments of the admitted investors. The Management Fee shall be payable in advance upon the consummation of each Fund closing and semi-annually in arrears thereafter, paid by the Fund. Investors who are admitted as of a date other than the initial closing date will pay a pro-rated Management Fee plus a return, for the time period between the date of the initial closing through the date that the Management Fee has been paid as if the new investor had been admitted to the Fund on the initial closing date.

The Management Fee is specifically set forth in the governing documents for each Fund and is generally not negotiable except as may be provided in the governing documents of the Funds and the operating agreements or other applicable documents. Please refer to the Funds' Operative Documents for further information regarding the fees and expenses of Palatine and the Funds.

In addition to the Management Fee, performance-based compensation may be collected as described in Item 6 of this brochure.

Palatine will typically pay all the normal operating and overhead expenses incidental to the day-to-day administrative services to the Funds. The Funds will pay all costs, expenses and liabilities in connection with the operations and activities, including but not limited to fees, their own legal, administration, custody, compliance and audit expenses and, transaction fees and other related costs and expenses that we incur on their behalves in connection with managing their accounts. Any expenses common to one or more of the Funds or investments by the Funds are generally allocated among such entities or investments on a basis reasonably believed by Palatine to be fair and equitable based on the relevant facts. Expense allocations vary and specific details relating to Fund expenses are set forth in each Fund's governing documents.

The Funds will bear all legal and other expenses incurred in the formation of the Fund and the offering of the interests (other than placement fees which is described further in Item 14) up until the agreed amount which is outlined in each Funds' respective offering documents. Organizational expenses in excess of such amount will be paid by the Fund but borne by Palatine through a 100% offset against the Management Fee.

#### **Item 6: Performance-Based Fees and Side-By-Side Management**

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Palatine is entitled to receive a carried interest distribution, which is based on realized gains from investments above a performance benchmark specified in each Fund's Operative Documents. As interests in the Funds are privately offered to qualified investors, the carried interest distributions are structured in accordance with the available exemption under Rule 205-3 promulgated under the Investment Adviser Act of 1940, as amended.

The carried interest distribution may create an incentive for the Firm to recommend to the Fund investments that are riskier or more speculative than those which would be made under a different fee arrangement. However, Palatine is committed to acting at all times in the best interest of the Funds and has implemented internal controls to address potential conflicts.

#### **Item 7: Types of Clients**

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As previously discussed in Item 4, Palatine provides discretionary investment advice to the Funds, which are private investment vehicles that are exempt from registration under the Investment Company Act. Investors in the Funds are limited to individuals and entities that meet certain suitability criteria designations including "accredited investors", "qualified clients" and "qualified purchasers". As such, the Funds are marketed exclusively to institutional investors and high net worth individuals that meet these criteria.

**Item 8: Methods of Analysis, Investment Strategies and Risk of Loss**

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***Investment Strategy***

Our Funds seek to invest in real estate assets, as more particularly described in each Fund's Operative Documents.

***Risk Factors***

All investments involve the risk of loss, including (among other things) loss of principal, a reduction in earnings (including interest, dividends and other distributions) and the loss of future earnings. Although we strive to manage our Funds' assets in a manner consistent with risk tolerances, we can provide no guarantee that our efforts will be successful.

**Risk of Real Estate Investment.** All real estate investments are subject to certain risks. Real estate investments are relatively illiquid and, therefore, will tend to limit the Firm's ability to vary the Funds' portfolio promptly in response to changes in economic or other conditions. No assurances can be given that the fair market value of any real estate investments will not decrease in the future or that the Firm will recognize full value for any investment that the Funds are required to sell for liquidity reasons. In addition, the ability of the Funds to realize anticipated rental and interest income on equity and debt investments will depend, among other factors, on the financial reliability of its tenants and borrowers, the location and attractiveness of the properties, the supply of comparable space in the areas in which properties are located and general economic conditions. Other risks include changes in zoning, building, environmental and other governmental laws, changes in operating expenses, changes in real estate tax rates, changes in interest rates, changes in the availability of property relative to demand, changes in costs and terms of mortgage funds, energy prices, changes in the relative popularity of properties, changes in the number of buyers and sellers of properties, the ongoing need for capital improvements, cash-flow risks, construction risks, as well as natural catastrophes, acts of war, terrorism, civil unrest, uninsurable losses and other factors beyond the control of the Firm's management. Additionally, the Funds may, in certain instances, be responsible for structural repairs, improvements and general maintenance of real property. The expenditure of any sums in connection therewith beyond those budgeted for by the Funds will reduce the cash available for distribution and may require the Funds to provide additional cash, resulting from the operation of a property. No assurance can be given that the Funds will have funds available to make such repairs or improvements. These factors and any others that would impede the Funds' ability to respond to adverse changes in the performance of its assets could significantly affect the Funds' financial condition and operating results.

**Cybersecurity Risks.** Palatine, the Funds and their respective service providers are susceptible to cybersecurity risks that include, among other things, theft, unauthorized monitoring, release, misuse, loss, destruction or corruption of confidential and highly restricted data; denial of service attacks; unauthorized access to relevant systems, compromises to networks or devices that Palatine, the Funds and their service providers use to service the Funds' operations; or operational disruption or failures in the physical infrastructure or operating systems that support Palatine, the Funds and their service providers. Cyber-attacks against or security breakdowns of Palatine, the Funds or their service providers may adversely impact the Funds and their investors, potentially resulting in, among other things, financial losses; the inability of us or the investors to transact business and the Funds to process transactions; violations of applicable privacy and other laws; regulatory fines, penalties, reputational damage, reimbursement or other compensation costs; and/or additional compliance costs. Palatine and the Funds may incur additional costs for cybersecurity risk management and remediation purposes. In

addition, cybersecurity risks may also affect issuers of securities in which the Funds invest, which may cause a Fund's investment in such issuers to lose value. There can be no assurance that Palatine, a Fund or its service providers will not suffer losses relating to cyber-attacks or other information security breaches in the future.

**Real Estate Capital Markets.** The real estate capital markets are dynamic, continually evolving and impacted by many variables. The Funds' strategies, targeted investments, targeted portfolio compositions and targeted returns have been formulated based on the current environment at the launch of each Fund. The real estate capital markets, financing techniques and products are likely to materially change over the term of each Fund, and adapting to such changes and/or the inability to successfully adapt the relevant Fund to some or all of such changes may negatively impact the performance of the Funds.

**Regulations.** Governmental authorities at the U.S. federal, state and local levels are actively involved in the promulgation and enforcement of regulations relating to land use and zoning restrictions. Regulations may be promulgated which could have the effect of restricting or curtailing certain uses of existing structures or requiring that such structures be renovated or altered in some fashion. The establishment of such regulations could have the impact of increasing the expenses and lowering the profitability of any of the properties affected thereby. Increased costs resulting from increases in real estate, income or transfer taxes or other governmental requirements generally may not be passed through directly to residents, tenants or lessees, inhibiting the ability of our Funds to recover such costs.

**Property Taxes and Risk of Property Reassessments.** Real property owned by the Funds or real property that secures (directly or indirectly) an investment of the Funds will likely be subject to real property taxes and, in some instances, personal property taxes. Such real and personal property taxes may increase as property tax rates change and as the properties are assessed or reassessed by taxing authorities. An increase in property taxes on the Funds' real property could adversely affect the Funds' results from operations and could decrease the value of that real property. An increase in property taxes on real property that secures an investment of the Funds could adversely affect the ability of the borrower to make payments to the Funds, which in turn may also adversely affect the value of the relevant asset held by the Funds.

**Litigation at the Property Level.** The acquisition, ownership and disposition of real properties carry certain litigation risks, which could result in losses to the Funds. Litigation may be commenced with respect to a property acquired by the Funds that took place during or prior to the Funds' acquisition of such property. In addition, at the time of disposition of an individual property, a potential buyer may claim that it should have been afforded the opportunity to purchase the asset or alternatively that such buyer should be awarded due diligence expenses incurred or statutory damages for misrepresentation relating to disclosures made, if such buyer is passed over in favor of another as part of the Funds' efforts to maximize sale proceeds. Similarly, successful buyers may later sue the Funds under various damage theories, including those sounding in tort, for losses associated with latent defects or other problems not uncovered in due diligence. The Funds may also be exposed to litigation resulting from the activities of tenants, service providers, visitors, vendors or others who enter the property or engage in business with it.

**Potential Lack of Diversification.** To the extent the Funds concentrate their investments in one or more specific property types or in a limited number of properties or geographic areas; the Funds will be subject to certain risks relating to concentrated investments. If the Funds concentrate their investments in one or more geographic areas, adverse events or conditions that affect that area particularly could have a more negative effect on the financial condition and operations of the Funds than if its investments were more geographically diverse.

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**Item 9: Disciplinary Information**

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There have been no legal or disciplinary events involving the Firm or any of its management personnel what would be material to an investor's evaluation of Palatine's advisory business or integrity of its management.

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**Item 10: Other Financial Industry Activities and Affiliations**

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This Item is not applicable.

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**Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

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We have a Code of Ethics (our "**Code**"), adopted pursuant to rule 204A-1 under the Investment Advisers Act of 1940 (the "**Advisers Act**"), that establishes various procedures with respect to investment transactions by accounts in which our "access persons" (i.e., persons with knowledge of our investment management activities on behalf of our clients) have a beneficial interest or accounts over which an access person has investment discretion. We will provide our Code to clients upon request.

Our Code requires our access persons, including members of their immediate households, to obtain written pre-approval from our CCO prior to executing a personal transaction in certain securities or other instrument in which we may trade on behalf of our clients. Our code prohibits our access persons from trading in any futures or commodities that we may trade for the Funds. Our Code also requires all of our access persons to report all securities holdings and personal transactions to our CCO (subject to exceptions permitted by rule 204A-1), who reviews and monitors the reported holdings and transactions to assure compliance with our Code's requirements. We require all of our access persons to provide duplicate copies of brokerage statements to our CCO.

In addition, our access persons may not acquire securities for their own account in an initial public offering or other limited offering without the approval of our CCO. Our access persons must also obtain pre-approval from the our CCO before engaging in any outside business activities. We do not, and we do not permit our access persons to, engage in principal transactions with our Funds.

From time to time, investment opportunities may arise that are appropriate for an investment by more than one Fund and are consistent with the investment objectives of more than one Fund. The offering documents for the Funds and Palatine's policies generally set forth the allocation guidelines to apply if and to the extent an opportunity is appropriate for more than one Fund. Please refer to Fund governing documents for specific detail as to how deal flow may be allocated.



Palatine may, at its sole discretion, offer (or permit the offering of) investment opportunities, including co-investment opportunities to existing limited partners or third-parties, with the Fund in a portfolio investment or to provide financing to, one or more real estate companies. These co-investment opportunities may be subject to capacity constraints as stated in the Fund's governing documents or a result of overflow. If a co-investment vehicle is formed, such entity generally will bear expenses related to its formation and operation, many of which are similar in nature to those borne by the other Funds.

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**Item 12: Brokerage Practices**

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Due to the nature of the Firm's strategy, Palatine does not utilize broker-dealers for transactions. As of the date of this filing, Palatine does not engage in soft dollar arrangements with broker-dealers, consider Fund referrals when selecting or recommending a broker-dealer; or engage in direct brokerage.

Palatine does not aggregate the purchase or sale of securities of its various Fund accounts. **Item 13: Review of Accounts**

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Investments made by Palatine are generally long-term in nature. Accordingly, any review process is not directed toward a short-term decision to purchase or sell securities. However, Palatine monitors and maintains ongoing evaluations of all Fund investments. Palatine's valuation committee conducts these reviews.

Annual audited and quarterly unaudited financial statements of the Funds and quarterly progress reports on each investment of the Funds will be provided to each Limited Partner. U.S. federal income tax information will be provided annually. The Funds will hold annual meetings to provide Limited Partners with the opportunity to review and discuss with the Manager and its employees the Funds' investment activities and portfolio.

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**Item 14: Client Referrals and Other Compensation**

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Palatine may compensate, either directly or indirectly, persons for client referrals or referrals of investors in the Funds.

From time to time, we may enter into written agreements with third parties who solicit investors on behalf of individual managed accounts which are subject to the cash solicitation rule. Cash solicitation arrangements will comply with Rule 206(4)-3 under the Advisers Act and other applicable requirements of federal and state securities law requirements. Typically, compensation for such third parties are outlined in each agreement's terms and conditions. Funds and investors are not responsible for any part of the compensation that solicitors or referral parties receive from us and we generally do not charge investors introduced by such solicitors any higher fee or any additional amount as a result of obligations to pay such solicitors for their solicitation services.

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**Item 15: Custody**

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Palatine does not maintain physical custody of its Funds' assets; all cash for the Funds is held in custody by an independent qualified custodian. However, Palatine has access to Fund accounts and is thus deemed to have custody of such assets under Rule 206(4)-2 of the Advisers Act (the "**Custody Rule**"). Accordingly, we will adhere to the applicable

requirements of the Custody Rule with respect to each Fund. The Firm will arrange for an independent accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board to independently audit the Funds on an annual basis.

**Item 16: Investment Discretion**

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We have full discretionary authority to manage the assets of the Funds, subject to limitations set forth in each Fund's Operative Documents. As described more fully in each Fund's Operative Documents, Palatine is granted power of authority of each Fund's assets, including the right to pursue an investment program in its discretion, subject to certain limitations set forth in each Fund's Operative Documents.

**Item 17: Voting Client Securities**

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Palatine's investment strategy typically does not involve the acquisition of public securities with voting authority. In the unlikely event that any Funds do come into possession of securities with voting rights, we will maintain all records related to these votes in accordance with our fiduciary obligations.

**Item 18: Financial Information**

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Palatine has no financial commitment that impairs the Firm's ability to meet contractual and fiduciary commitments to Funds.