

ITEM 1 – COVER PAGE

**Part 2A of Form ADV
Brochure for:**



MARCH 28, 2019

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This Brochure provides information about the qualifications and business practices of IHP Capital Partners (“IHP”). If you have any questions about the contents of this Brochure, please contact us at 949-851-2121. 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.

IHP is registered as an investment adviser with the U.S. Securities and Exchange Commission (“SEC”); however, such registration does not imply a certain level of skill or training and no inference to the contrary should be made.

Additional information about IHP also is available on the SEC’s website at www.adviserinfo.sec.gov.

ITEM 2 – MATERIAL CHANGES

This Brochure does not contain any material changes since IHP's last annual amendment in March 2018. While IHP has revised the language in various sections, it has not materially altered any of its responses in this Brochure.

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ITEM 4 – ADVISORY BUSINESS

A. Description of Advisory Firm

IHP Capital Partners (“**IHP**”) was founded in 1992 and is headquartered in Newport Beach California. IHP provides investment advisory services to pooled private investment vehicles (“**Funds**”), special purpose vehicles (“**SPVs**”) and entities that facilitate co-investment relationships (“**Co-Investment Entities**”). The Co-Investment Entities, the Funds and the SPVs are collectively referred to herein as “**Advisory Clients**”. IHP does not have any greater than 25% owners.

The Advisory Clients are organized principally to acquire, develop and sell a portfolio of for-sale residential real estate assets and related investments in the United States. The Advisory Clients invest through equity, equity-related or debt investments (directly or through a joint venture).

IHP may create Co-Investment Entities that are special purpose entities typically structured as parallel funds or joint ventures formed to enable one or more third parties to invest alongside a Fund on either a project-based or programmatic basis. Co-investment opportunities may be offered to existing investors or to outside third parties, as detailed in each Advisory Client’s operating agreement, limited partnership agreement or other offering document, pursuant to each Advisory Client’s Governing Documents, as defined below.

Certain affiliates of IHP serve as the managing members or general partners of the Advisory Clients (“**Affiliated Managers**”). Each of the Affiliated Managers is a related person of IHP and is under common control with IHP. Each Affiliated Manager has full and exclusive management authority over the investment decisions, asset dispositions, distributions and other activities of its respective Fund or Co-Investment Entity.

Each Affiliated Manager that serves as a managing member or general partner is registered under the Investment Advisers Act of 1940, as amended (“**Advisers Act**”), pursuant to IHP’s registration in accordance with SEC guidance, is subject to all of IHP’s compliance policies and procedures, and will be subject to SEC examination. As such, references to IHP in this Brochure should also be considered references to the Affiliated Managers in the appropriate context.

B. Types of Advisory Services

IHP offers real estate investment advisory and management services. IHP’s advisory business is primarily limited to for-sale residential real estate and related investments. IHP’s investment strategy includes investing capital in the form of equity and/or debt in for-sale residential housing and land projects located in the United States. The investments are privately negotiated with sellers, home builders or developers and generally structured as a direct investment, joint venture, common or preferred equity or debt. IHP, with its builder partner or third party manager (in cases where there is not a builder partner), manages, supervises, entitles, repositions, develops and sells its investments. IHP also engages in such other activities incidental or ancillary thereto as IHP deems necessary or advisable.

Refer to Item 8 for a description of IHP’s investment strategies and their associated risks.

C. Client Objectives and Restrictions

IHP does not tailor its advisory services to the individual needs of underlying investors in Advisory Clients.

The investment advice IHP provides to Advisory Clients is determined by the investment objectives, strategies and restrictions set forth in the governing documents (i.e., joint venture agreement, operating agreement, limited partnership agreement or other offering document) applicable to each Advisory Client (“**Governing Documents**”).

D. Wrap-Fee Programs

Not applicable. IHP does not participate in wrap fee programs.

E. Assets Under Management

As of December 31, 2018, IHP manages \$857,053,712 of Advisory Client assets on a discretionary basis. IHP also manages \$681,737,202 of Advisory Clients assets on a non-discretionary basis where IHP recommends strategic business plans that the underlying investors of certain Advisory Clients must approve for implementation.

ITEM 5 – FEES AND COMPENSATION

A. Advisory Fees and Compensation

IHP or an Affiliated Manager is generally compensated for advisory services through a management fee (“**Management Fee**”) and performance-based compensation (“**Carried Interest**”) (as described in Item 6).

The Management Fee payable by the Funds is generally based on a percentage of (i) committed capital, (ii) invested capital, or (iii) total project-level revenues, as applicable, and is payable quarterly or monthly, in advance or in arrears. Additionally, the Management Fee payable for certain Advisory Clients are fixed amounts that are payable monthly in advance or arrears.

Pursuant to the terms of the applicable Fund’s Governing Documents, certain investors in the Funds may be exempt from payment of all or a portion of Management Fee and/or Carried Interest. Any such exemption may be made by a direct exemption, by a rebate by IHP (or an Affiliated Manager), or through other Funds which co-invest with a Fund.

The fees and payment terms applicable to each Advisory Client are governed by the Governing Documents.

IHP will only deliver this Brochure to qualified purchasers as defined in section 2(a)51(A) of the Investment Company Act of 1940. Investors should refer to the Governing Documents for each Advisory Client for a complete understanding of how fees are paid to IHP and/or the Affiliated

Managers. The information contained herein is a summary only and is qualified in its entirety by such documents.

B. Payment of Fees

The Management Fee and other applicable fees are generally paid directly from the assets of the relevant Advisory Client. On occasion, IHP (or an Affiliated Manager) may call capital from investors to pay certain expenses, including fees, payable by Advisory Clients.

C. Other Advisory Client Fees and Expenses

Advisory Clients will typically be responsible for all fees, costs, expenses, liabilities and obligations relating to such Advisory Client's and/or its subsidiaries' activities, investments and business (to the extent not borne or reimbursed by a portfolio company or joint venture). The foregoing include (i) all fees, costs, expenses, liabilities and obligations attributable to sourcing, structuring, organizing, acquiring, entering into, managing, operating, holding, valuing, winding-up, liquidating, dissolving and disposing of investments (including registration expenses and brokerage, custodial and transfer fees), (ii) legal (for certain Advisory Clients, legal fees include in-house legal time billed at rates approved by the respective Advisory Client), accounting, printing, administration, custodian, depository, auditing, insurance, litigation and indemnification costs and expenses, judgments and settlements, consulting, finders' fee, financing, refinancing, appraisal, filing and other fees and expenses, (iii) the costs of obtaining financial assistance, or arranging for financing or refinancing and repayment of any financing or refinancing for any assets, (iv) all fees, costs and expenses of the applicable Advisory Committee (defined below), (v) broken deal fees, costs and expenses (including expenses relating to sourcing of investment opportunities), legal (for certain Advisory Clients, this includes in-house legal time billed at rates approved by the respective Advisory Client), accounting, auditing, insurance, travel, consulting, finders' fees, financing, refinancing, appraisal, filing, printing, real estate title and survey, (vi) the Management Fee, (vii) any taxes, fees and other governmental charges levied against the Advisory Client (except as noted in the Governing Documents), (viii) costs and expenses that are classified as extraordinary expenses under GAAP, (ix) all fees, costs and expenses incurred in connection with the organization, management, operation and dissolution, liquidation and final winding-up of any alternative investment vehicles and (x) certain Excess Organizational Expenses.

To the extent permitted by the Governing Documents, IHP (or an Affiliated Manager) permits certain investors to co-invest in portfolio investments alongside one or more Advisory Clients. If a Co-Investment Entity is formed, such entity will bear expenses related to its formation and operation, many of which are similar in nature to those borne by the Advisory Clients. In the event that a transaction in which a co-investment was planned (including a transaction for which a Co-Investment Entity was believed necessary in order to consummate such transaction) ultimately is not consummated, all or certain broken deal fees relating to such unconsummated transaction are borne by the Fund(s), and not by any prospective co-investors that were to have participated in such transaction. However, to the extent that such co-investors have already invested in a Co-Investment Entity or other vehicle in connection with such transaction, such vehicle bears its share of such broken deal fees in proportion to the cost of the investment.

As described above, certain Advisory Clients' legal expenses include in-house legal fees. Certain Advisory Clients have agreed to pay IHP for such in-house fees, cost and expenses, provided that (i) the Advisory Committee consents to the payment of such fees (excluding when the joint venture is authorized to reimburse IHP or its affiliates with respect to in-house legal fees, in which case Advisory Committee consent is not required), (ii) such services are rendered at rates approved by the respective Advisory Clients (iii) the in-house legal billing rate does not exceed the rate that would be payable if such services were provided by third parties in the business of providing comparable services on an arm's-length basis, and (iv) any such fees will be disclosed to Investors at least annually.

To the extent permitted by the Governing Documents, certain Advisory Clients are also responsible for cost and expenses (including salaries and overhead) of Project Employees and Non-Project Employees (as defined in the applicable Advisory Clients Governing Documents).

Refer to Item 12 of this Brochure for information regarding IHP's brokerage practices.

Investors and prospective investors should refer to the relevant Governing Documents for each Advisory Client for a more detailed discussion of the fees and expenses borne by Advisory Clients and investors. The information contained herein is a summary only and is qualified in its entirety by such documents.

D. Advance Payment of Fees

As described in Item 5.A. and 5.B., Management Fees paid by Advisory Clients are typically paid quarterly or monthly in advance or arrears. To the extent IHP or an Affiliated Manager receives excess Management Fees, it will rebate or refund any such Management Fees to Advisory Clients.

Carried Interest distributions are typically paid when earned; however, they are subject to final true-ups based on overall performance and, if advanced and later determined to be unearned, they are repaid.

E. Access Person Compensation for Sale of Securities

Not applicable to IHP.

ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

As described in Item 5.A. above, Affiliated Managers receive Carried Interest allocations with respect to the investments of Advisory Clients as compensation.

The fact that the Affiliated Managers are eligible to receive performance-based compensation creates a potential conflict of interest in that it creates an incentive for IHP to make investments that are riskier or more speculative than in the absence of such performance-based fees. Pursuant to the terms and conditions of the applicable Governing Documents, in the case of certain Advisory Clients, IHP may establish an advisory board (“**Advisory Committee**”), which will address conflicts of interest, as needed. Advisory Client accounts are reviewed by the principals of IHP to ensure that the investments are in accordance with the relevant offering materials and other

Governing Documents. This conflict is mitigated by the fact that the Carried Interest allocation is paid based on the overall performance or defined time periods during which investments are made (e.g., investment tranches) of the Advisory Client and not on an investment-by-investment basis.

ITEM 7 – TYPES OF CLIENTS

IHP provides discretionary investment advisory services to Advisory Clients, as described in Item 4 above. Interests in Advisory Clients are sold only to a small number of institutional investors who meet qualification requirements under applicable securities laws and other governing laws and regulations. Investors in each Advisory Clients are all qualified purchasers. The current Funds are closed to new investors.

As noted above, the investors are large institutional investors who are subject to substantial minimum investments, as negotiated prior to the formation of the Advisory Client.

Investments in IHP Capital Partners Fund VII, L.P. were subject to a minimum investment of \$25,000,000 per investor, subject to waiver at the discretion of IHP. Certain co-investors are also subject to minimum capital commitments, at the discretion of IHP or the Affiliated Manager of the respective Co-Investment Entity.

ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

A. Investment Strategies and Methods of Analysis

There can be no assurance that IHP or any of Advisory Clients will achieve their investment objectives or that the investment strategies employed by IHP will be successful.

As noted in Item 4 above, IHP's advisory business is limited to for-sale residential real estate and related investments. IHP's investment strategy primarily includes pursuing equity or other investments in for-sale housing and land projects located in the United States. Such investments are privately negotiated with sellers, home builders or developers and generally structured as a direct investment, joint venture, common or preferred equity or debt. IHP, with its builder partner or third party manager (in instances where there is no builder partner), manages, supervises, entitles, repositions, develops and sells its investments. IHP also engages in such other activities incidental or ancillary thereto as IHP deems necessary or advisable.

In reviewing the strategies employed by IHP, it should be noted that an investment in Advisory Clients may be deemed speculative and is not intended as a complete investment program. Investments in Advisory Clients are designed only for experienced and sophisticated investors who are able to bear the risk of substantial impairment or total loss of their investment. Investing in securities involves risk of loss that investors should be prepared to bear.

As a general matter, IHP utilizes the methods of analysis and investment strategies described in the relevant Governing Documents. The information contained herein is a summary only and investors and prospective investors should refer to the applicable Governing Documents for a complete overview of IHP's methods of analysis and investment strategies.

B. Material Risks of Investment Strategies and Methods of Analysis

Investors should understand that all investments involve risk and there can be no assurance that: (i) the objectives of any Advisory Client will be achieved; (ii) IHP (or the Affiliated Manager) will be able to choose, make or realize investments on behalf of Advisory Clients; or (iii) IHP will be able to generate returns for investors or that the returns will be commensurate with the risks of investments undertaken by the Advisory Client.

As with any investment in securities, the value of and return on an investment can decrease as well as increase depending on various factors including, but not limited to, general economic conditions and market factors. The investment decisions and investment strategy of IHP and its affiliates may not always be profitable, nor will they always be correct. IHP cannot be certain that its investment strategy will be successful or that it will successfully manage risks.

Concentration of Investments

The Governing Documents of the relevant Advisory Clients limit the amount of capital that may be committed to a single investment or market; consequently, Advisory Clients may only make a limited number of investments in a certain region or sector. As a result, the aggregate return could be adversely affected by the unfavorable performance of a few holdings or of a particular sector. The concentration of investments in a particular geographic region makes those investments more susceptible to fluctuations in value resulting from adverse economic or market conditions affecting such asset class or geographic region.

Lack of Sufficient Investment Opportunities

The business of identifying and structuring real estate and real estate-related transactions is highly competitive and involves a high degree of uncertainty. It is likely that Advisory Clients will never be fully invested if enough sufficiently attractive investments are not identified. However, Management Fees paid during the investment period for certain Advisory Clients include a participation fee on the amount of non-committed capital, potentially decreasing the incentive of Affiliated Managers to research and identify attractive investments. This risk is mitigated by the fact that a portion of the Affiliated Managers' compensation is based on the overall performance of the Advisory Client through Carried Interest, which creates an incentive for the Affiliated Managers to seek attractive investments for the Advisory Client.

Control over Projects

Advisory Clients may co-invest with third parties, including the owners of the properties it acquires or their affiliates, through partnerships, joint ventures or other entities. IHP or its affiliates will generally have the right to approve major capital and management decisions in any partnership or joint venture in which it participates. Such investments can involve risks not present in investments where (a) a third party is not involved, including the possibility that the Advisory Client and third-party partner or co-investor may reach an impasse on a major decision that requires the approval of both parties; (b) a third-party partner or co-investor could have financial difficulties or may become bankrupt, which can negatively impact such portfolio Investment; (c)

a third party partner or co-investor may have economic or business interests or goals that are inconsistent with Advisory Clients'; or (d) a third-party partner or co-investor may be in a position to take action contrary to Advisory Clients' investment objectives. In certain circumstances, Advisory Clients can be liable for actions of third party partners or co-investors. Lastly, a third party partner or co-investor may be able to block a sale of the interest in any such joint venture or partnership.

Advisory Clients may grant co-investors or third party partners joint approval rights with respect to major decisions concerning the management and disposition of the investment, which would increase the risk of deadlocks. A deadlock could delay the execution of the business plan for the investment or require Advisory Clients to engage in a buy-sell of the venture with the co-investor or third party partner, or to conduct a forced sale of such investment. As a result of these risks, Advisory Clients may be unable to fully realize their expected return on any such investment.

Leverage

Advisory Clients will likely utilize debt that is non-recourse to the Advisory Clients to finance the acquisition and development of certain properties. While the use of leverage will often increase the proceeds available for investment by Advisory Clients and thus create an opportunity for a greater yield and increased diversification of Advisory Clients' portfolios, it also increases the exposure to capital risk and risk of loss on a particular leveraged property. In addition, fluctuations in market values may significantly decrease the availability and increase the costs of real estate loans. The ability to obtain financing, and on reasonable terms, is important to Advisory Clients' success.

Advisory Clients can incur obligations to pay interest and to repay principal on leveraged assets. Under some circumstances, Advisory Clients may be required to liquidate assets to service such interest and principal obligations. If Advisory Clients default on indebtedness secured by a particular property, the lender may foreclose and the Advisory Client could lose its entire investment in the property. Advisory Clients may also engage in portfolio financing, whereby several properties are cross-collateralized, and multiple properties may be subject to the risk of loss. As a result, Advisory Clients could be divested of performing properties in the event such properties are cross-collateralized with poorly performing or non-performing properties.

Uncertain Economic, Social and Political Environment

The current global economic and political climate is one of uncertainty. Consumer, corporate and financial confidence can be adversely affected by current or future tensions around the world, fear of terrorist activity and/or military conflicts, localized or global financial crises or other sources of political, social or economic unrest. Such erosion of confidence could lead to or extend a localized or global economic downturn. A climate of uncertainty may reduce the availability of potential investment opportunities, and increases the difficulty of modeling market conditions, potentially reducing the accuracy of financial projections.

In addition, limited availability of credit for consumers, homeowners and businesses, including credit used to acquire businesses, in an uncertain environment or economic downturn can

adversely affect the general economy and the ability of an Advisory Client and its portfolio investments to execute their respective strategies or receive an attractive multiple of earnings on the disposition of businesses. This can slow the rate of future investments and result in longer holding periods for investments.

Bridge Financing

From time to time, Advisory Clients may lend to its builder partner on a short-term, unsecured basis or otherwise invest on an interim basis in portfolio companies in anticipation of future refinancing from third parties, such as a bank, private lender, or other sources. Such bridge loans or short term investment would typically be converted into a more permanent, long-term arrangement; however, for reasons not always in an Advisory Client's control, such long term debt or other refinancing may not occur and any such bridge loans or interim investments would remain outstanding. In such event, the interest rate on such loans or the terms of such interim investments may not adequately reflect the risk associated with the position taken by an Advisory Client.

Market Conditions

Any material change in the economic environment, including a slowdown in economic growth and/or changes in interest rates, could have a negative impact on the performance and/or valuation of Advisory Clients' portfolio investments. Advisory Clients' performance can be affected by deterioration in public markets and by market events, such as the onset of the credit crisis in the summer of 2007; the downgrading of the credit rating of the United States in 2011; the affordability of housing in certain markets; the deterioration of the unfinished "paper" lot market; competition from other projects; unemployment; and, the availability of capital and financing. The impact of market and other economic events may also affect an Advisory Client's ability to raise funding to support its investment objective and the level of profitability achieved on realizations of investments.

Investors and prospective investors are provided a Confidential Offering Memorandum, Subscription Agreement or similar offering materials that contain a detailed description of certain material risks related to the potential investment. Investors and prospective investors are advised to carefully review all risk factors set forth in the offering materials and Governing Documents.

C. Material Risks of Securities Recommendations

Development and Construction Risks

Advisory Clients' investments will include the acquisition of direct or indirect interests in undeveloped land or real property, real estate (re)developments, and/or businesses that engage in real estate (re)development. To the extent that an Advisory Client invests in such assets or developments, it will be subject to the risks normally associated with such activities, including the possibility of development cost overruns and delays due to various factors (including inclement weather, labor or material shortages, the unavailability of construction and permanent financing and timely receipt of zoning and other regulatory approvals), the availability of both construction and permanent financing on favorable terms and market or site deterioration after acquisition. Any unanticipated delays or expenses could have an adverse effect on the results of operations and the

financial condition of a Fund. Properties under development or acquired for development may receive little or no cash flow during the development phase and continue to experience operating deficits after the date of completion.

Distressed Investments

Advisory Clients can purchase investments that are experiencing significant financial or business distress, or companies or real estate assets involved in bankruptcy, reorganization or liquidation proceedings. Many of these types of investments generally remain unpaid unless the investment is reorganized and/or emerges from bankruptcy proceedings, and as a result may have to be held for an extended period. Value of such investments is affected by a variety of considerations, including the possibility of litigation between the participants in a reorganization or liquidation proceeding or a requirement to obtain mandatory or discretionary consents from various governmental authorities or others. The uncertainties inherent in evaluating such investments may be increased by legal and practical considerations which limit an Affiliated Manager's access to reliable and timely information concerning material developments affecting a company, or which cause lengthy delays in the completion of the liquidation or reorganization proceedings. There can be no assurance that the Affiliated Manager will correctly evaluate the nature and magnitude of the various factors that could affect the prospects for a successful reorganization or similar action.

Uncertain Nature of Real Estate Investments

Advisory Clients will be subject to the entire risks incident to ownership, development and financing of real estate and interests therein, many of which relate to the general illiquidity of real estate investments, as well as the risks of investments in securities generally. These risks include, but are not limited to: the general volatility of the securities market; changes in general or local economic conditions; changes in interest rates and the availability of permanent financing for home buyers (which may render the purchase, sale or refinancing of a property difficult or unattractive and make debt service burdensome); changes in applicable laws, government regulations (including those governing usage, improvement and zoning) and fiscal policies; increases in real estate taxes; floods, earthquakes, hurricanes and other acts of God; acts by terrorists; work stoppages, shortages of labor, strikes, union relations and contracts, fluctuating prices, supply of labor and other labor-related factors; and other factors beyond the control of IHP or its affiliates. The illiquidity of real estate investments can also impair the ability of IHP or its affiliates to respond promptly to changing circumstances.

IHP can provide no assurance that any project will be successful. Problems may be encountered after the purchase, including increased capital costs and delayed development schedules or construction problems or delays. Despite its due diligence efforts with certain assets IHP, may encounter problems with soils; drainage; building construction or other structural issues; title; easements; survey, eminent domain and other issues endemic to acquiring and developing real estate. In some cases, the Fund may not have complete or accurate information regarding a wide-range of issues with potentially negative impacts on property values. Sellers may not provide all the information required or be unwilling or unable to provide usual representations or warranties. As a general matter, private companies have limited reporting obligations and, as such, there is limited information available to investors or prospective investors regarding a private company's

business prospects and results of operations. Furthermore, private companies frequently have less oversight from independent directors, regulatory agencies and others and less seasoned management teams than do public companies. Information or problems subsequently encountered can adversely affect a property's value.

Cybersecurity Risk

IHP, Advisory Clients' service providers and other market participants increasingly depend on complex information technology and communications systems to conduct business functions. These systems are subject to a number of different threats or risks that could adversely affect Advisory Clients and their investors, despite the efforts of IHP and Advisory Clients' service providers to adopt technologies, processes and practices intended to mitigate these risks and protect the security of their computer systems, software, networks and other technology assets, as well as the confidentiality, integrity and availability of information belonging to Advisory Clients and its investors. For example, unauthorized third parties may attempt to improperly access, modify, disrupt the operations of, or prevent access to these systems of IHP, Advisory Clients' service providers, counterparties or data within these systems. Third parties may also attempt to fraudulently induce employees, customers, third-party service providers or other users of IHP's systems to disclose sensitive information in order to gain access to IHP's data or that of the Advisory Clients' investors. A successful penetration or circumvention of the security of IHP's systems could result in the loss or theft of an investor's data or funds, the inability to access electronic systems, loss or theft of proprietary information or corporate data, physical damage to a computer or network system or costs associated with system repairs. Such incidents could cause the Advisory Clients, IHP, Affiliated Managers, or their service providers to incur regulatory penalties, reputational damage, additional compliance costs or financial loss.

It is critical that investors refer to the applicable Governing Documents for a complete understanding of the material risks involved in an investment in Advisory Clients. The information contained herein is a summary only and is qualified in its entirety by such documents.

ITEM 9 – DISCIPLINARY INFORMATION

IHP is required to disclose all material facts regarding any legal or disciplinary events that would be material to an investor's evaluation of IHP or the integrity of its management. IHP has no legal or disciplinary information to disclose at this time.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. Management Persons as Registered Broker-Dealers

Not applicable to IHP.

B. Management Persons as Commodities Traders

Not applicable to IHP.

C. Material Relationships with Related Persons

Unless otherwise noted, IHP manages all conflicts noted below through enforcement of its Code of Ethics and Compliance Manual, which contain restrictions on personal trading of Access Persons (as defined herein), gift and benefit notifications, and outside activity disclosures. Further, if an Advisory Committee is in place with respect to certain Advisory Clients, the Advisory Committee would be consulted regarding potential conflict of interest transactions involving the applicable Fund. An Advisory Committee will be comprised of investors in the relevant Fund and a representative of IHP or its affiliates, pursuant to the applicable Governing Documents. Members of the Advisory Committee may have various business or other relationships with IHP and its partners, employees and affiliates. These relationships may influence their decisions as member of an Advisory Committee.

Relationships or Arrangements Contemplated by the Above Categories

The Affiliated Managers serve as managing members or general partners to Advisory Clients and, as a result, hold ownership interests in Advisory Clients. In addition, employees of IHP (or its affiliates) also invest indirectly in Advisory Clients through an affiliate. As noted above, the existence of the Carried Interest creates an incentive for the Affiliated Managers to make more speculative investments on behalf of the Fund(s) than it would otherwise make in the absence of such performance-based compensation. This conflict is mitigated by the fact that the Carried Interest allocation is paid based on the overall performance or tranche performance of Advisory Clients and not on an investment-by-investment basis.

Additional Potential Conflicts of Interest

Additionally, a portfolio investment typically will reimburse third-party service providers retained at IHP's discretion for expenses (including, without limitation, travel expenses) incurred by such service providers in connection with its performance of services for such portfolio investment. IHP determines the amount of these reimbursements for such services in its own discretion, subject to its internal reimbursement policies and practices. Although the amount of individual reimbursements typically is not disclosed to investors in any Fund, their effect is reflected in each Fund's annually audited financial statements, and any fee paid or expense reimbursed to such service providers generally is subject to agreements with sellers, buyers and management teams, and the review of third-party co-investors in its transactions. These factors help to mitigate related conflicts of interest.

IHP can enter into side letter arrangements with certain investors in a Fund providing such investors with different or preferential rights or terms including, but not limited to, different fee structures, information rights, co-investment rights and liquidity or transfer rights.

Certain members of the investment team also advise other affiliated entities such as Affiliated Managers and the entities noted below. For instance, IHP is affiliated with Newport Pacific Land Company LLC ("**Newport Pacific**"), which is a private land development company focused solely in residential land investments and performs activities related to horizontal land development (e.g. land entitlement, grading, residential community infrastructure) necessary for the production and sale of single-family residential housing lots to homebuilders. Certain principals of IHP are officers and sit on the investment committee of both IHP and Newport Pacific. In addition, certain

principals and employees of IHP are also currently involved in managing the affairs of Newport Pacific for which they may or may not receive compensation. Conflicts may arise as a result of the principals' and employees' involvement in both IHP and Newport Pacific activities, including with respect to allocating time and investment opportunities. IHP believes that these conflicts are mitigated by the fact that all new investments that meet the investment criteria of Advisory Clients are required to be offered first to Advisory Clients that are able to make new investments; however, investments declined by Advisory Clients may then be made available to Newport Pacific to invest on its own or with investors that are not Advisory Clients. In addition, the Advisory Clients currently open to new investments have prohibited IHP from investing in land or housing projects with unentitled land. Further, the principals and employees of IHP will allocate such time and attention as deemed appropriate and necessary to carry out the operations of Advisory Clients effectively.

Because affiliates of IHP (including IHP principals and employees) work on other projects, conflicts may arise in the allocation of certain personnel and other resources. The significant investment of the principals in Advisory Clients, as well as the principals' interest in the Carried Interest, operate to align, to some extent, the interest of the principals with the interest of Advisory Clients' investors, although the principals have economic interests in such other investment funds and investments as well and receive Management Fees and Carried Interests relating to these interests.

IHP and IHP personnel can be expected to receive certain intangible and/or other benefits and/or perquisites arising or resulting from their activities on behalf of the Advisory Clients that will neither be subject to an offset against any Management Fees payable to the Advisory Client nor will otherwise be shared with the Advisory Clients, investors and/or portfolio companies. For example, airline travel or hotel stays incurred as Advisory Client or account expenses typically result in cash rebates, "miles," "points" or credit in loyalty/status programs, and such benefits and/or amounts will, whether or not de minimis or difficult to value, inure exclusively to IHP and/or IHP personnel (and not the Advisory Clients, investors and/or portfolio companies) even though the cost of the underlying service is borne by the Advisory Clients investors and/or portfolio companies.

Outside Business Activities of Related Persons

Certain IHP principals and employees serve on boards of directors, executive committees or Advisory Committee at various unaffiliated companies and organizations. Serving in such a capacity exposes such personnel, and by association IHP and Advisory Clients, to certain conflicts of interest including with respect to allocating time and investment opportunities. For example, the possibility exists that such companies could engage in transactions that would be suitable for Advisory Clients, but in which an Advisory Client might be unable to invest because such Advisory Client is either unaware or became aware of an opportunity too late to engage in the transaction. IHP maintains internal compliance policies that are intended to minimize the negative effects of such conflicts, if they arise. However, there can be no assurance that permitting the board membership of an employee will not result in less favorable results for Advisory Clients than if the employee was not permitted to serve in such capacity.

D. Selection of Other Advisers

Not applicable to IHP.

ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

A. Code of Ethics

IHP's Code of Ethics ("**Code**") is designed to meet the requirements of Rule 204A-1 of the Advisers Act.

The Code also applies, generally, to any member, officer or director of IHP and any employee or other supervised person of IHP (collectively, "**Access Persons**") who (1) has access to non-public information regarding any Advisory Client's purchase or sale of securities, or non-public information regarding the holdings of an Advisory Client, or (2) is involved in making or executing securities recommendations or has access to such recommendations that are non-public. In addition, certain consultants and other individuals may also be deemed to be Access Persons of IHP. However, certain employees or contractors, who are not involved in the advisory business of IHP and whose role is limited to monitoring certain IHP real estate investments, are not deemed Access Persons of IHP.

The Code sets forth a standard of business conduct that takes into account IHP's obligations to Advisory Clients and requires Access Persons to place the interests of Advisory Clients above their own interests and the interests of IHP. The Code requires Access Persons to comply with applicable federal securities laws and promptly bring violations of the Code to the attention of IHP's Chief Compliance Officer (including his designee, referred to herein as the "**Chief Compliance Officer**"). All Access Persons are provided with a copy of the Code and are required to acknowledge receipt of the Code upon hire and on an annual basis thereafter.

The Code also sets forth certain reporting and pre-clearance requirements with respect to personal trading by Access Persons. Access Persons must provide IHP's Chief Compliance Officer with a list of their personal accounts and an initial holdings report within 10 days of becoming an Access Person. In addition, IHP's Access Persons must also provide annual holdings reports and quarterly transaction reports in accordance with Advisers Act Rule 204A-1. The Code also describes IHP's and its Access Persons' duty to protect material non-public information about securities/investment recommendations provided to (or made on behalf of) Advisory Clients.

Investors or prospective investors can obtain a copy of the Code by contacting IHP's Chief Compliance Officer at compliance@ihpinc.com.

B. Conflicts of Interest in Connection with Investment Recommendations or Transactions

Certain of the principals of IHP sit on the board of directors of other entities (affiliated and unaffiliated) that are involved in non-competitive real estate investments and management. IHP manages this conflict through the Code.

Section 206 under the Advisers Act regulates principal transactions between an investment adviser its affiliates and its clients. Generally, if an investment adviser or an affiliate thereof proposes to purchase a security from, or sell a security to, a client (what is commonly referred to as a “principal transaction”), the adviser must make certain disclosures to the client of the terms of the proposed transaction and obtain the client’s consent to the transaction. In connection with IHP’s management of Advisory Clients, IHP may engage in principal transactions. IHP has established certain policies and procedures to comply with the requirements of the Advisers Act as they relate to principal transactions, including that disclosures required by Section 206 of the Advisers Act be made to the applicable investors in the Advisory Client regarding any proposed principal transactions and that any required prior consent to the transaction be received. In addition, the Governing Documents generally contain additional restrictions on the ability of the Advisory Client or IHP to engage in principal transactions.

As explained in Item 10.C. above, IHP or an Affiliated Manager serves as the investment adviser, managing member or general partner to Advisory Clients. As noted above, IHP and/or the Affiliated Manager receives a Management Fee and Carried Interest (if certain conditions are met). The Management Fees are payable without regard to the overall success or income earned by Advisory Clients, therefore creating an incentive on the part of IHP to raise or increase assets under management to a higher level than it would otherwise if IHP were receiving a lower or no Management Fee.

Performance-based compensation creates an incentive for IHP to make investments that are riskier or more speculative than in the absence of such performance-based compensation arrangements. This conflict is mitigated by the fact that the Carried Interest allocation is paid based on the overall performance or tranche performance of the Advisory Client and not on an investment-by-investment basis.

As noted in Item 10.C., IHP or an affiliate manages Co-Investment Entities that invest in similar securities as the Funds.

Access Persons may invest for their personal account in real estate securities or real property that, although not held by Advisory Clients, creates a conflict of interest because it could be deemed to be within the investment program of certain Advisory Clients. Any such investments requiring pre-clearance pursuant to the Code must be pre-cleared by IHP’s Chief Compliance Officer.

The fact that certain principals of IHP and Access Persons may have indirect financial ownership interests in Advisory Clients creates a potential conflict in that it could cause IHP to make different investment decisions than if such parties did not have such financial ownership interests.

The above potential conflicts are addressed by the personal securities transaction pre-clearance and reporting requirements described in Item 11.A. and 11.C. IHP also addresses these potential conflicts through regular monitoring of Advisory Client investments for consistency with objectives, strategies and target capacity.

C. Personal Trading By Firm Personnel in Securities Recommended to Clients

See Item 11.B. Further, IHP's Access Persons are permitted to make certain securities transactions in their personal accounts. This presents potential conflicts in that an Access Person could make improper use of information regarding an Advisory Client's holdings or future transactions or research paid for by Advisory Clients. In order to minimize the potential conflict of interest, and the risk of improper transactions, companies in which IHP or an Advisory Client has a financial interest or controls one or more board seats, or companies in which a potential conflict of interest currently exists or may exist if an Access Person were to invest in such security, will be placed on a restricted list ("**Restricted List**") or a screening list ("**Screening List**") by the Chief Compliance Officer (as described below).

Any public company about which an Access Person receives material non-public information and where an Access Person or their spouse sits on the board of a public company will be placed on the Restricted List.

Any security or other investment where IHP believes there is or could be a potential conflict of interest if an Access Person were to invest in such security will be placed on the Screening List.

IHP manages the potential conflicts of interest inherent in Access Persons' personal trading by rigorous enforcement of its Code, which contains pre-clearance and reporting guidelines for Access Persons. IHP requires that Access Persons pre-clear transactions in initial public offerings, limited offerings and offerings of any security on the Restricted List (which will generally be denied) or on the Screening List (which may be denied). Further details are available in the Code, which is available to investors upon request.

As noted above, IHP maintains a Restricted List with the names of issuers of public securities about which IHP or its affiliates (including Access Persons) have learned material, non-public information. Access Persons are strictly prohibited from transacting in the securities of any issuers on the Restricted List. Transactions in securities on the Screening List will be approved by the Chief Compliance Officer on a case-by-case basis.

In addition, IHP receives transaction and holdings reports from Access Persons in accordance with Rule 204A-1 under the Advisers Act. The Chief Compliance Officer or his designee reviews the personal transaction and holdings reports submitted by Access Persons to make sure each Access Person is conducting his or her personal securities transactions in a manner that is consistent with the Code.

D. Personal Trading and Contemporaneous Recommendations to Clients

See responses to Items 11.A, 11.B and 11.C.

ITEM 12 – BROKERAGE PRACTICES

Not applicable to IHP. As a general matter, IHP invests in private transactions that are not executed on an exchange and does not utilize investment broker-dealers. IHP does not receive soft dollar benefits, utilize capital introduction, permit directed brokerage or aggregate Advisory Client trades. If this were to change in the future, IHP would amend this Brochure to explain such practice.

ITEM 13 – REVIEW OF ACCOUNTS

A. Review of Client Accounts

IHP's Advisory Client accounts are under continuous review by IHP principals and other key employees. Such reviews include (but are not limited to) a review of investment objectives. IHP generally holds monthly meetings with project managers, construction managers and corresponding site-level employees. IHP also conducts quarterly asset reviews with the asset managers and executive management. Additionally, IHP's senior management meets several times a year for an in-depth analysis of the investments of Advisory Clients. Periodic site visits by senior management are also typically conducted.

In addition to the foregoing, the principals and other key personnel of IHP monitor investments on an ongoing basis as needed, based on their evaluation of each investment's particular circumstances.

B. Advisory Client Reporting

Investors receive quarterly operations and financial reports and annual audited financial statements from IHP or its affiliates, as well as such other information or commentary, as IHP deems appropriate or upon an investor's request.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

A. Other Compensation for Provision of Investment Advice

Not applicable to IHP.

B. Compensation to Unsupervised Persons for Client Referrals

Not applicable to IHP.

ITEM 15 – CUSTODY

IHP is deemed to have custody of the assets owned by its Advisory Clients. To ensure compliance with Rule 206(4)-2 under the Advisers Act ("**Custody Rule**"), IHP will ensure that each of its Advisory Clients are subject to audits annually and upon liquidation by an independent public accountant registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board (commonly referred to as the "**PCAOB**") in accordance with its rules. IHP will ensure that the audited financial statements of each Fund are prepared in accordance with U.S. Generally Accepted Accounting Principles ("**GAAP**") and that each Fund's audited financial statements are provided to investors within 120 days of the close of each Fund's fiscal year (or, in the case of a liquidating audit, promptly after completion of the audit).

The funds and securities owned by Advisory Clients, other than certain uncertificated securities purchased in private transactions, are held with a qualified custodian, as defined in the Custody Rule (i.e. a bank or broker-dealer). IHP does not send account statements to Advisory Clients.

Investors receive quarterly and annual reports from IHP (or its affiliates). These reports should be carefully reviewed. Investors are urged to compare such reports to the information provided in the audited financial statements prepared by the Advisory Clients' auditor and/or the statements received from a qualified custodian, as applicable.

ITEM 16 – INVESTMENT DISCRETION

IHP is retained by Advisory Clients to render advice on matters relating to the acquisition, management and disposition of investments, in all cases subject to the direction, supervision and review of the Affiliated Managers or IHP (as detailed in the Governing Documents). As IHP and the Affiliated Managers are under common control, in most instances the Affiliated Managers act upon the recommendations of IHP. The Governing Documents detail the investment strategy and the investment limitations applicable to each Advisory Client.

ITEM 17 – VOTING CLIENT SECURITIES

IHP understands and appreciates the importance of proxy voting. Based upon IHP's investment strategy of investing in for-sale residential real estate and related investment (and lack of involvement in publicly traded equities), it does not vote proxies. If in the future it is contemplated that IHP may exercise voting authority with respect to any Advisory Client securities, IHP will adopt proxy policies and procedures that are consistent with Rule 206(4)-6 under the Advisers Act. If a material conflict is identified, IHP will determine what course of action is in the best interests of the Advisory Client.

ITEM 18 – FINANCIAL INFORMATION

A. Prepayment of Fees

Not applicable to IHP. IHP does not require or solicit prepayment of advisory fees six months in advance.

B. Bankruptcy

IHP is not currently aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to the Advisory Clients or investors.