

## COLUMBIA REAL ESTATE MANAGEMENT, LLC

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March 31, 2022

This Brochure provides information about the qualifications and business practices of Columbia Real Estate Management, LLC (“**CREM**” or the “**Firm**”). If you have any questions about the contents of this Brochure, please contact CREM’s Chief Compliance Officer (“**CCO**”), Jeffrey Gronning at 212-433-4096 or [jeff.gronning@columbia.reit](mailto:jeff.gronning@columbia.reit). Additional information on CREM can also be found at <https://columbia.reit/funds/> or <https://adviserinfo.sec.gov/>. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“**SEC**”) or by any state securities authority.

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

**Item 2: Material Changes**

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Since the Firm's last annual filing, dated March 31, 2021, the Firm is reporting the following items:

- The Firm has added Normandy Real Estate Fund III, LP and Normandy Real Estate Fund IV, LP as investment advisory clients.
- On September 7, 2021, Columbia Property Trust, Inc. and its subsidiaries ("**Columbia**" or "**CXP**") the parent of CREM, announced that it had entered into a definitive agreement to be acquired by funds (the "**Merger**") managed by Pacific Investment Management Company LLC ("**PIMCO**").
- On October 26, 2021, CXP filed a definitive proxy statement with the SEC, announcing that a public shareholder vote to be held on December 2, 2021. Approval of a majority of holders of the common stock of CXP was required and obtained to effect the Merger. Additionally, the Columbia Board of Directors various lenders, joint venture partners and limited partners of CREM clients approved the Merger, if and as required
- On December 8, 2021, Columbia closed on the Merger. As a result of the Merger, the Columbia securities that previously traded under the ticker symbol "CXP" on the New York Stock Exchange (the "**NYSE**") ceased trading on, and were delisted from, the NYSE; a change of control of Columbia occurred; and affiliates of funds managed by PIMCO became the stockholders in Columbia. The indirect change of control of Columbia has not resulted in a change to the day-to-day management of CREM.
- The Firm has made changes and updates throughout this brochure, including to reflect the indirect change of control of CREM, resulting from the Merger.

**Item 3: Table of Contents**

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Item 2: Material Changes.....	2
Item 3: Table of Contents.....	3
Item 4: Advisory Business .....	4
Item 5: Fees and Compensation .....	5
Item 6: Performance-Based Fees and Side-By-Side Management .....	7
Item 7: Types of Clients.....	7
Item 8: Methods of Analysis, Investment Strategies and Risk of Loss.....	7
Item 9: Disciplinary Information .....	13
Item 10: Other Financial Industry Activities and Affiliations.....	13
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading .....	14
Item 12: Brokerage Practices .....	15
Item 13: Review of Accounts .....	15
Item 14: Client Referrals and Other Compensation .....	15
Item 15: Custody.....	16
Item 16: Investment Discretion .....	16
Item 17: Voting Client Securities.....	16
Item 18: Financial Information.....	16

**Item 4: Advisory Business**

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Columbia Real Estate Management, LLC (formerly Normandy Real Estate Management, LLC or “**Normandy**”) (“**CREM**”, “**we**”, “**us**”, “**our**”, or the “**Firm**”) is an investment adviser registered under the Investment Advisers Act of 1940 (“**Advisers Act**”), as amended, and is a private real estate investment company with its principal place of business in New York, NY. The Firm’s registration as an investment adviser was approved in 2013, and the Firm has been in business since 2002. On December 8, 2021, Columbia, the parent company of CREM, closed on the Merger of Columbia and its subsidiaries (including CREM) to affiliates of funds managed by PIMCO. As such, a change of control of Columbia occurred, and affiliates of funds managed by PIMCO became the stockholders of the Columbia. The indirect change of control of Columbia has not resulted in a change to the day-to-day management of CREM. Jeffrey Gronning, who has led the real estate investment team since the inception of the business and other senior management (“**Senior Management**”) continue to lead the real estate investment advisory services and management of the Firm.

The Firm provides investment management services to closed end, fully discretionary private investment funds that are typically structured as limited partnerships and limited liability companies (each a “**Fund**” and collectively the “**Funds**”). A CREM affiliate acts as the general partner to each fund (each a “**General Partner**” and, together, the “**General Partners**”),

CREM’s primary strategy focuses on underperforming office and mixed-use properties in central business districts and transit-served submarkets of New York City, Boston and Washington, DC. The vertically-integrated platform enables CREM to redevelop and reposition properties to a Class-A condition at a discount to replacement cost, stabilize rent rolls and cash flows, and ultimately prepare an investment to realize maximum value at exit.

Further, CREM and its affiliates operate related business providing commercial development and construction, leasing and property management, and property accounting and other such real-estate related services to Fund real estate holdings that involve both equity and debt real estate /real property investments and development pursuant to a strategy of acquiring and improving the underlying real estate.

In accordance with common industry practice, a General Partner may enter into one or more “side letters” or similar agreements with certain limited partners pursuant to which the General Partner grants to such limited partners specific rights, benefits or privileges (e.g., supplemental reporting and information rights and special economic rights) that are not made available to limited partners generally. Absent any agreement to the contrary, the General Partner, on behalf of the Fund, is not required to notify any or all of the other limited partners of any such side letters or any of the rights or terms or provisions thereof, nor is the General Partner required to offer such additional or different rights or terms to any or all of the other limited partners.

Further, a General Partner may, but will be under no obligation to, provide in its sole discretion co-investment opportunities to Priority Co-Investors (if applicable and as defined below), limited partners and/or third parties (each, a “Co-Investor”) where the General Partner determines that it is in the Fund’s best interest to make only a portion of an investment.

If the General Partner decides to offer a co-investment opportunity to Co-Investors, it shall generally offer it (i) first to the Priority Co-Investors, if applicable, on a pro rata basis, (ii) if the Priority Co-Investors do not commit to the entire co-investment opportunity, then to the remaining limited partners on a pro rata basis, and (iii) if the limited partners do not commit to the entire co-investment opportunity, then to other Co-Investors in the General Partner’s sole discretion.

“Priority Co-Investors” means (i) limited partners who are admitted to the Fund on the date of the Initial Closing (“Initial Closing Partners”) and (ii) any limited partners whose aggregate commitment is equal to or greater than \$75 million (including if such commitment may automatically be increased by the General Partner without any further action of such limited partner).

Notwithstanding the foregoing, the Fund may invest side-by-side with a limited partner without providing co-investment opportunities to other investors in instances where such limited partner provides investment opportunities, operating capabilities or other strategic or competitive opportunities or advantages.

As of December 31, 2021, CREM managed approximately \$357,593,694 of regulatory assets under management on a discretionary basis. The Firm does not manage regulatory assets under management on a non-discretionary basis.

### **Item 5: Fees and Compensation**

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As compensation for its investment management services, we generally receive an “Asset Management Fee” and an “Incentive Distribution” (defined below). Investors should refer to the confidential private placement memorandum (“**PPM**”) and/or operating agreement (“**Operating Agreement**,” together the “**Governing Documents**”) of each Fund for additional or supplementary information regarding compensation paid by each Fund.

CREM’s Fund investors are qualified purchasers, as defined in Section 2(a)(51)(A) of the Investment Company Act of 1940 (the “**Investment Company Act**”). Therefore, a detailed Fund fee schedule is not required to be included in this brochure.

#### **Asset Management Fee**

In accordance with the Governing Documents, we generally receive an annual asset management fee (the “**Asset Management Fee**”), which varies by Fund but is generally equal to a specified percentage of committed capital during any commitment period and a specified percentage of the invested capital after any commitment period. Certain Funds have management fee offset provisions that are monitored closely by CREM’s finance team and the CCO. Of note, Normandy Real Estate Fund III, LP (“**Fund III**”) has a new term end date. The Firm has received investor approval to change the basis for Asset Management Fee calculation commencing in the first quarter of 2022 to be calculated based on the lower of Fund III net asset value or net equity value as defined in the consent. **Incentive Distributions**

Each General Partner is entitled to receive an incentive distribution (the “**Incentive Distribution**”) which is calculated and charged based on a share of the net cash proceeds distributed by the Fund to its investors, after reaching certain distribution hurdles as disclosed in each Fund’s Governing Documents. The Incentive Distribution percentage will generally increase as distribution hurdles to each Fund Account’s investors are met. If such distribution hurdles are not met, then the Incentive Distribution will not be charged. The performance-based Incentive Distributions described above comply with Rule 205-3 under the Advisers Act. Incentive Distributions paid to the General Partners are separate and distinct from the Asset Management Fees charged by CREM for investment advisory services. Performance-based Incentive Distribution amounts, hurdles and method of calculation are specific to each Fund as disclosed in each Fund’s Governing Documents.

**Other Revenue**

CREM has a profit-sharing agreement with a non-affiliated third-party that entitles CREM to receive 55% of the net profits derived for cleaning and engineering services provided to certain Fund properties as deemed appropriate.

CREM (or its affiliates) receives compensation for providing property management, property-level accounting, construction, leasing and other real estate related services to certain Funds and third-parties. Such services are negotiated at arms-length market prices as discussed further under *Expenses* below.

Additional details regarding how the Firm addresses conflicts of interest are described in Item 11.

**Expenses**

The Funds generally bear all legal and other expenses incurred in the formation of the Funds pursuant to each Fund's Governing Documents.

The Funds, including expenses incurred at the property level, bear all expenses related to their operations, including, but not limited to, property management, development, construction, leasing and other property management and related services (for example, among other things, property-level accounting services). The Funds will also bear the costs of travel, fees and other out-of-pocket expenses directly related to the pursuit and diligence of investment opportunities (whether or not consummated), research and marketing, the acquisition, ownership, management, financing, hedging or sale of its investments, taxes, fees of auditors, fees of legal counsel, expenses of any advisory board or investment committee, insurance, litigation expenses, indemnification expenses, expenses associated with the accounting, preparation and distribution of reports to investors and any extraordinary expenses. Each Fund also reimburses the Firm for in-house legal services if provided to the Fund or its underlying real estate property investment. Such in-house salary reimbursements also include the costs of benefits and discretionary bonus.

Although the Firm's affiliates usually provide these services, the Funds are permitted to retain third parties for necessary services relating to the assets held by the Funds, including any property-level accounting, fund administration, management, development, construction, leasing, brokerage, consulting, appraisal, artisan, repair or custodian services and other property management services.

CREM and its affiliates provide such services on an arms-length basis – on terms that are no less favorable to the Funds and/or underlying real estate assets than those that could be obtained from unaffiliated third parties. To confirm charges are arms-length, CREM refers to independent publications, relies on the industry knowledge of the Firm's professionals and relies on other independent sources. Through one or more affiliated entities or related persons, CREM provides property management, development, leasing, construction, property accounting and other similar property-related services to the Funds' portfolio investments for a fee. The amounts of any such fees incurred are disclosed in the respective Funds' annual audit report. When providing property management services to Fund real estate investments, CREM or an affiliate receives reimbursement for the salaries of property management and property accounting personnel employed by an affiliate, including a share of such employee's benefits and bonus. CREM also receives reimbursement for specific overhead expenses, including but not limited to, IT services, accounting software and outsourced accounting operations, marketing and market research software.

In general, Co-investors shall, with respect to any co-investment opportunity, pay their own separate out-of-pocket expenses or fees with respect to any due diligence, legal or accounting review and the administration, management and disposition of such co-investment opportunity. Notwithstanding the foregoing, in certain circumstances, fees, costs or expenses related to co-investments that are not ultimately consummated, such as broken-deal expenses and reverse break-up fees, may not be borne by Co-investors. Any such broken-deal expenses not borne by Co-investors will be considered expenses of, and be borne by, the relevant Fund, which payments would reduce the Fund's returns.

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

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Each Fund is structured such that the General Partner receives a performance-based Incentive Distribution, if certain performance hurdles are met, as described under Item 5 above. Performance-based fee arrangements create an incentive for us to recommend investments that may be riskier or more speculative than those which would be recommended under a different fee arrangement. Any potential conflict in this area will be monitored by the CCO. Each Fund has an Investment Committee that follows a process to review and approve the suitability of all investments.

The Funds launch sequentially and do not compete for investment opportunities, as of the date of this filing, are closed to new investments; therefore there has been no conflict regarding the allocation of new investments among the existing Funds. In making its investments, each Fund invests through either multi- or single-asset investment vehicles. In the future, should an investment opportunity be appropriate for more than one Fund, CREM will follow its allocation policies regarding the allocation of investment opportunities between or among the Funds, as applicable.

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**Item 7: Types of Clients**

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CREM serves as the investment adviser to the Funds. The Funds are privately offered, primarily to institutional investors and high net worth individuals. Interests in the Funds are purchased only by certain eligible investors who are "qualified purchasers" for purposes of Section 3(c)(7) of the Investment Company Act, as amended, and "accredited investors" as defined in Regulation D under the Securities Act of 1933, as amended (the "**Securities Act**").

We require Fund investors to make representations concerning their financial sophistication and ability to bear the risk of loss of their entire investment.

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

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***Methods of Analysis and Investment Strategies***

CREM's primary strategy is to pursue value-added real estate investments in the U.S., with an emphasis on office and mixed-use properties primarily in central business districts and transit-served submarkets of New York City, Boston and Washington, DC. Its vertically-integrated platform enables CREM to redevelop and reposition properties to a Class-A condition at a discount to replacement cost, stabilize rent rolls and cash flows, and ultimately prepare an investment to realize maximum value at exit.

The strategy seeks to capitalize on CREM's highly developed relationship network, local presence, sourcing capabilities, fully-integrated real estate operating platform and experience

in the value-add office sector to identify underperforming assets and reposition them to “like new,” core properties at a discount to replacement cost.

CREM seeks to execute its investment strategy by:

- Leveraging relationships to originate limited competition transactions;
- Redeveloping/repositioning office and mixed use to highly efficient, sustainable buildings in highly-amenitized, transit-oriented submarkets;
- Pursuing value-add investments across a “balanced” risk spectrum to achieve diversification and targeted returns;
- Utilizing its integrated operating platform to create value and mitigate risk; and
- Focusing on profitable dispositions and the timely return of capital to the Fund Account’s investors.

CREM believes that its capital markets and operational experience, coupled with Senior Management’s extensive network of relationships with leasing brokers, tenants, owners, lenders, special servicers, funds, and insurance companies, will enable the Firm to source off-market and limited competition transactions.

### ***Risk of Loss Factors***

The investment strategies that we employ involve significant risks that Funds and investors should be prepared to bear. The following summary does not purport to include every risk; rather it focuses upon those risks that are generally associated with our investment strategy and philosophy. An investment in a Fund is speculative and involves a high degree of risk, including the risk that the entire amount invested may be lost. For a more detailed discussion of the risks associated with our investment strategy, investors should review the discussion of risks provided in the relevant Fund’s Governing Documents.

### ***General Real Estate Considerations***

Investments in real estate and real estate-related entities are subject to various risks, including, for example, adverse changes in national and international economic and geopolitical conditions, local market conditions and the financial conditions of tenants; changes in the number of buyers and sellers of properties; increases in the availability of supply of property relative to demand; changes in availability of financing; increases in interest rates, real estate tax rates, energy prices, and other operating expenses; changes in environmental laws and regulations, zoning laws and other governmental rules and policies; changes in the relative popularity of properties; risks due to dependence on cash flow; risks and operating problems arising out of the presence of certain construction materials, as well as acts of God, uninsurable losses and other factors which are beyond the control of the Firm. In addition, real estate is subject to long-term cyclical trends that give rise to significant volatility in real estate values.

### ***Risks of Acquisition Activities***

The Firm intends to acquire existing office and mixed-use properties to the extent that they can be acquired on advantageous terms and meet our investment criteria. Acquisitions of commercial office and mixed-use sector properties entail general investment risks associated with any real estate investment, including the risk that investments will fail to perform as expected and that estimates of the cost of improvements to bring an acquired property up to



standards established for the intended market position may prove inaccurate. CREM's acquisition activities and their success are exposed to the following risks:

- We may be unable to acquire a desired property because of competition from other well capitalized real estate investors, including both publicly traded real estate investment trusts and institutional investment funds;
- Even if we enter into an acquisition agreement for a property, such an agreement would typically be subject to customary conditions to closing, including satisfactory completion of due diligence investigations;
- Even if we are able to acquire a desired property, competition from other real estate investors may significantly increase the purchase price paid;
- We may be unable to finance acquisitions on favorable terms;
- Acquired property may fail to perform as we projected;
- Our estimates of the costs of repositioning, retenanting or refurbishing acquired properties may be inaccurate; and
- The existing tenants may be unable to make lease payments and we may be unable to attract and retain tenants on favorable terms.

The Funds may acquire properties subject to known or unknown liabilities and with limited or no recourse. As a result, if a liability were asserted against a Fund Account based upon such properties, the Fund Account or a related entity might have to pay substantial sums to dispute or remedy the matter, which could adversely affect the value of the Fund Account. Unknown liabilities with respect to properties acquired could include, for example: liabilities for clean-up of undisclosed environmental contamination; claims by tenants, vendors or other persons relating to the former owners of the properties; liabilities incurred in the ordinary course of business; and claims for indemnification by general partners, directors, officers and others indemnified by the former owners of the properties.

#### *Risks Relating to Debt Investments*

The Funds may invest in mortgage loans, mezzanine debt or other indebtedness secured by real property or interests in entities owning real property, some or all of which may be in default or obligations of borrowers in financial distress. In addition to the risks of borrower default, the collateral may be mismanaged or otherwise decline in value during periods in which we are seeking to obtain control of the underlying real estate. It is possible that we may find it necessary or desirable to foreclose on collateral securing one or more real estate loans purchased or originated by us. The foreclosure process can be lengthy and expensive. Borrowers often resist foreclosure actions by asserting numerous claims, counterclaims and defenses against the holder of a real estate loan including lender liability claims and defenses, even when such assertions may have no basis in fact, in an effort to prolong the foreclosure action. In some states, foreclosure actions can take up to several years to conclude. At any time during the foreclosure proceedings, the borrower may file for bankruptcy, staying the foreclosure action and further delaying the foreclosure process. Investments in assets operating in workout modes under Chapter 11 of the Bankruptcy Code, or the equivalent in non-U.S. jurisdictions, are, in certain circumstances, subject to certain additional potential liabilities which may exceed the value of our original investment. For example, under certain circumstances, lenders who have inappropriately exercised control of the management and policies of a debtor may have their claims subordinated or disallowed or counterclaims may be filed, and lenders may be found liable for damages suffered by various parties as a result of such actions. In addition, under certain circumstances, payments to the Firm and distributions by the Firm to its investors may be reclaimed to the extent that any such payment or

distribution originated with a troubled asset and is later determined to have been a fraudulent conveyance or preferential payment.

Bankruptcy laws may delay the ability of CREM to monetize its collateral for loan positions held by it or may adversely affect the priority of such loans through doctrines such as equitable subordination or may result in a restructure of the debt through principles such as the “cramdown” provisions of the bankruptcy laws.

#### *Redevelopment Risks*

Some assets that we acquire require redevelopment in order to meet our investment strategy. Redevelopment activities are subject to risks, including, without limitation, risks relating to the availability and timely receipt of zoning and other regulatory approvals, public and private opposition to projects, unexpected increases in cost, delays in the completion of construction and the possibility that construction or permanent financing may not be available on favorable terms. In addition, redevelopment activities may not be completed within budget or on schedule because of cost overruns, work stoppages, shortages of building materials, the inability of contractors to perform their obligations, defects in plans and specifications or other factors. Any delay in completing the redevelopment of an asset may result in increased interest and costs and the potential loss of previously identified purchasers or tenants. If any of these risks should occur they could result in substantial unanticipated delays or expense and, under certain circumstances, could prevent completion of a development or redevelopment opportunity once undertaken, any of which could have a material adverse effect on the Firm and on the amount of funds available for distribution by the Firm.

#### *Environmental Risks*

Under various federal, state and local environmental laws, ordinances and regulations, a current or previous owner or operator of real estate will be required to investigate and clean up any hazardous or toxic substances or petroleum product releases at such property and may be liable to a governmental entity or to third parties for property damage and for investigation and clean-up costs incurred by such parties in connection with contamination. These laws typically impose clean up responsibility and liability without regard to whether the owner knew of, or caused the presence of, the contaminants, and the liability under such laws has been interpreted to be joint and several unless the harm is divisible and there is a reasonable basis for allocation of responsibility. The cost of investigation, remediation or removal of such substances may be substantial, and the presence of such substances or the failure to properly remedy the contamination on such property will adversely affect the owner's ability to sell or rent such property or to borrow using such property as collateral. Persons who arrange for the disposal or treatment of hazardous or toxic substances or petroleum products at a disposal or treatment facility may also be liable for the costs of removal or remediation of a release of hazardous or toxic substances or petroleum products at such disposal or treatment facility, whether or not the facility is owned or operated by such person. In certain circumstances, third-party lenders which have directed or had an active involvement in the environmental compliance activities or the day-to-day management of a borrower's facilities or which have taken possession of, or title to, such borrower's collateral may be liable for the costs of removal or remediation of a release of hazardous or toxic substances or petroleum products at the facility. In addition, some environmental laws create a lien on the contaminated site in favor of the government for damages and costs it incurs in connection with contamination. In addition, the owner of a site will be subject to common law claims by third parties based on damages and costs resulting from environmental contamination emanating from a site. In connection with its ownership and operation of real estate, we will incur liability for such costs. Certain federal, state and local laws, regulations and ordinances govern the removal, encapsulation or disturbance of asbestos-containing materials (“ACMs”) when such materials are in poor condition or in the event of

construction, remodeling, renovation or demolition of a building. These laws will impose liability for release of ACMs and will provide for third parties to seek recovery from owners or operators of real property for personal injury associated with ACMs. In connection with its ownership and operation of real estate, the Firm will incur liability for such costs. And in connection with the CREM's debt investments, the Firm, to the extent it has an active involvement in the environmental compliance activities of a borrower's facilities or takes possession of a borrower's collateral, will incur liability for environmental costs. Also in connection with our debt investments, the ability of the owner to make payments to us may be reduced, which in turn may also adversely affect the value of the relevant asset held by the Firm. Additionally, changes in environmental laws or in the environmental condition of an asset will create liabilities that did not exist at the time of acquisition and that could not have been foreseen.

#### *Valuation of Fund Interests and Investments*

There is no actively traded market for the real estate investment interests owned by the Funds. When estimating fair value, CREM will apply a methodology based on its best judgment that is appropriate in light of the nature, facts and circumstance of the investments. Valuations are subject to multiple levels of review for approval and ensuring that portfolio investments are fairly valued is an important focus of CREM. However, the process of valuing real estate investments for which reliable market quotations are not available is based on inherent uncertainties and the resulting values may differ from values that would have been determined had an active market existed for such real estate investments and differs from the prices at which such real estate investment may ultimately be sold. Because there is inherent uncertainty as to the valuation of illiquid investments, the values of such investments may not necessarily reflect the values that could actually be realized by a Fund. Under certain conditions a Fund may be forced to sell investments at lower prices than it had expected to realize or defer, potentially for a considerable period of time, sales that it had planned to make. In addition, under limited circumstances, Fund may not have access to all material information relevant to a valuation analysis with respect to an investment. As a result, the valuation of a Fund's portfolio investments, and as a result the valuation of the interests in the Fund's themselves, may be based on imperfect information and is subject to inherent uncertainties. Third-party pricing information may at times not be available regarding certain of a Fund's assets. With respect to the Funds, the exercise of discretion in valuation by CREM gives rise to conflicts of interest as it relates to valuations impact to CREM's track record. Of note, Normandy Real Estate Fund III, LP ("Fund III") has a new term end date. CREM has received investor approval to change the basis for the Asset Management Fee calculation commencing in the first quarter of 2022 to be calculated based on the lower of Fund III net asset value or net equity value as defined.

#### *Illiquidity of Investments*

It is unlikely that there will be a public market for many of CREM's investments. We generally will not be able to sell our investments held in the form of securities publicly unless their sale is registered under applicable federal and state securities laws, or unless an exemption from such registration requirements is available. In some cases, we may be prohibited by contract from selling investments for a period of time. In addition, the types of investments held by CREM will be such that they require a substantial length of time to liquidate. In particular, no assurances can be given that all Firm investments will be able to be liquidated prior to the scheduled expiration of the term of the respective Funds.

*Casualty Losses and Uninsured Losses*

Funds will maintain insurance on each of the property(ies) acquired, including liability and fire and extended coverage, in amounts believed appropriate relative to the risks to those properties, subject to applicable deductibles. There are certain types of losses, however, generally of a catastrophic nature, including those due to earthquakes, floods, hurricanes, pandemics and other acts of God, which may be uninsurable or not economically insurable. Inflation, changes in building or zoning codes and ordinances, environmental considerations, and other factors will also make it infeasible to use insurance proceeds to replace an asset if it is damaged or destroyed. Under such circumstances, the insurance proceeds received by a Fund might not be adequate to restore its economic position with respect to the affected asset. A Fund will need to initiate litigation in order to collect from an insurance provider, which will be lengthy and expensive, and which ultimately may not result in a financial award.

*Cybersecurity*

The operations of CREM, CREM affiliates and/or the Funds are dependent on technology and communication systems which are susceptible to cyber security 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 CREM and its service providers use to service CREM and its Funds. Cyberattacks against or security breakdowns of CREM or its service providers will adversely impact CREM or Fund Accounts. CREM will also incur additional costs for cybersecurity risk management purposes. CREM cannot control any cybersecurity plans or systems implemented by its service providers. There can be no assurance that a Fund or CREM will not suffer losses relating to cyberattacks or other information security breaches in the future. Furthermore, CREM and its Fund will be adversely affected should Columbia, CREM's parent company, suffer a cyber related event that materially impacts its business.

*Economic Conditions, Occupancy Rates and Creditworthiness of Tenants*

Changes in economic conditions, including, for example, interest rates, inflation rates, currency and exchange rates, industry conditions, supply-chain disruptions, economic sanctions, competition, technological developments, trade relationships, political and diplomatic events and trends, tax laws and innumerable other factors, can affect substantially and adversely the investment performance of holdings. Economic, political and financial conditions, or industry or economic trends and developments, may, from time to time, and for varying periods of time, cause volatility, illiquidity or other potentially adverse effects in the financial markets. Economic or political turmoil, a deterioration of diplomatic relations or a natural or man-made disaster in a region or country may result in adverse consequences to Funds' portfolios. None of these conditions is or will be within the control of CREM, and no assurances can be given that CREM will anticipate these developments.

A Fund's performance relies heavily on our ability to maintain high occupancy rates with creditworthy tenants. Several economic factors, including increases in interest rates, will adversely affect the financial condition and liquidity of many businesses, as well as the demand for office space generally. Should economic conditions worsen, our tenants' ability to honor their contractual obligations will suffer. Further, it may become increasingly difficult to maintain our occupancy rate and achieve future rental rates comparable to the rental rates of in-place leases as we seek to re-lease space and/or renew existing leases.

*Other Risks*

*Legal, Tax and Regulatory Risk*

CREM and certain Funds are subject to legal, tax and regulatory oversight. In the future, there may be legislative, tax and regulatory changes that may apply to the activities of CREM, and Columbia, that may require material adjustments to the business and operations or have other material adverse effects on Funds. Any rules, regulations and other changes may result in increased costs and reduced investment opportunities, all of which may negatively impact the performance of the Funds.

*Litigation Risk*

The Funds may be subject to third-party litigation, which could give rise to legal liability and could have an adverse effect on the Funds. If a Fund were to be found liable in any suit or proceeding, any associated damages and/or penalties could have an adverse effect on the value and performance of the Fund.

*Epidemic or Pandemic Outbreak*

An epidemic or pandemic outbreak and reactions to such an outbreak could cause uncertainty in markets and businesses, including CREM's business, and could adversely affect the performance of the global economy, including causing market volatility, market and business uncertainty and closures, supply chain and travel interruptions, the need for employees and vendors to work at external locations, and extensive medical absences. CREM has policies and procedures to address known situations, but because a large epidemic or pandemic will create significant market and business uncertainties and disruptions, not all events that could affect CREM's business and/or the markets can be determined and addressed in advance. While COVID-19 vaccinations are being distributed internationally and there is reason to believe the COVID-19 pandemic may be contained in the near-term, we acknowledge there can be no assurance this will be the case as new strains of the virus are being discovered and, in the meantime, global equity, bond and credit markets may continue to be adversely affected. Such continued disruption as a result of the COVID-19 epidemic has adversely affected, in varying degrees, the Funds' projected returns, operating results and/or financial condition. CREM has reviewed and updated real estate valuations to reflect the actual or potential impact of COVID-19 on Fund real estate investments.

*Russian Invasion of Ukraine.*

In February 2022, Russia mobilized and commenced military operations in Ukraine resulting in a large scale conflict within the country and the surrounding border regions. The effects, scale and impact of this conflict on Ukraine, Russia and other countries is highly uncertain and cannot be predicted. The United States and other global leaders have announced economic sanctions against Russia and it is unclear whether further sanctions and/or military responses will be implemented. Effects on the global economy and trading markets resulting from the military operations and economic sanctions connected to the Russia-Ukraine conflict are uncertain and impossible to predict. Presently, none of the Funds have investments in Russian or Ukraine and presently have limited exposure to events there. However, it is difficult to predict the outcome of these events, and they could negatively affect the value and liquidity of the Fund's investments due to the interconnected nature of the global economy and capital markets.

**THIS LIST OF RISK FACTORS DOES NOT PURPORT TO BE A COMPLETE ENUMERATION OR EXPLANATION OF THE RISKS INVOLVED IN CONNECTION WITH THE ADVISER'S INVESTMENT OR THE MANAGEMENT OF FUNDS ACCOUNTS. IN ADDITION, PROSPECTIVE**

**FUNDS SHOULD BE AWARE THAT, AS THE MARKET DEVELOPS AND CHANGES OVER TIME, INVESTMENTS OF BEHALF OF FUNDS ACCOUNTS MAY BE SUBJECT TO ADDITIONAL AND DIFFERENT RISKS.**

**Item 9: Disciplinary Information**

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Neither CREM nor its affiliates have been subject to any disciplinary action, whether criminal, civil or administrative (including regulatory) in any jurisdiction. Likewise, no persons involved in the management of CREM have been subject to such action.

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

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CREM shares certain personnel, operations, office space and other technological resources of its parent company, Columbia. CREM and Columbia have established information barriers to prevent the sharing of sensitive information.

As noted under Item 4, CREM is affiliated and under common control with the Funds' General Partners, which include: Maple 575 Lex Co-Invest GP, LLC; NREM Maple 80 Maiden Co-Invest GP, LLC; Normandy 80 Maiden Incentive Vehicle II LLC; NREF IV Terminal Member LLC; Normandy Real Estate Fund III GP, LLC; Normandy Real Estate Fund IV GP, LLC.

As noted in Item 4, on December 8, 2021, CREM's parent company, Columbia, merged with affiliates of funds managed by PIMCO. PIMCO, however, has no involvement in, nor discretion over, CREM's day-to-day investment advisory business.

Neither CREM nor any of its affiliates are registered or have an application pending to register as a broker-dealer or a registered representative of a broker-dealer.

Neither CREM nor any of its affiliates are registered or have an application pending to register as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

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

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***Code of Ethics and Personal Trading***

Pursuant to Rule 204A-1 of the Advisers Act, we have adopted a Code of Ethics and Employee Investment Policy (the "**Code**") that establishes our standards of business conduct we require of our employees, reflecting our and their fiduciary obligations and requiring employees to comply with applicable federal securities laws. Additionally, the Code includes various procedures with respect to our employee's personal trading, i.e., investment transactions in accounts ("**Covered Accounts**") in which any of our employees has discretionary investment authority or exercises direct or indirect influence or control. The spirit of the Code is to discourage frequent trading in employee personal accounts and restrict trading in certain real estate-related securities, including real estate investment trusts ("**REITs**").

Employees must obtain the CCO's pre-approval prior to transacting in their Covered Account(s) in any REIT securities, any security in any initial public offering ("**IPO**") and/or a "**Limited Offering**".

Covered Account brokerage statements are subject to review by CREM's CCO. These records are used to monitor compliance with the foregoing policies.

Additionally, the Code also includes an insider trading policy designed to deter and detect the misuse of material non-public information and other procedures intended to avoid or mitigate conflicts of interest between clients and CREM employees in connection with personal securities transactions.

***Participation or Interest in Fund Transactions***

Certain employees and affiliated entities receive a portion of Incentive Distributions, if charged. As such, CREM could be considered to have recommended to Funds that they buy or sell investments in which CREM or a related person has some financial interest.

***Other Potential Conflicts of Interest***

CREM, its General Partners, affiliated parties and certain employees have made and will continue to make capital commitments to the Funds, and as such, have a direct financial interest in the transactions of the Funds. Investments by such related parties are intended to align the interests of CREM and the related parties with those of the Funds; however, such investments create conflicts of interest. To address such conflicts, the investment arrangements are described and agreed upon in each of the Fund's Governing Documents. Investments in a Fund by affiliated parties and/or employees are pre-approved by the CCO.

***Allocation of Expenses:*** CREM, its affiliated entities or related persons from time to time incur expenses on behalf of the Funds as described in Item 5. CREM has procedures in place to document the source of expenses, review and allocate such expenses on an equitable basis and ensure such expenses are negotiated at an arm's length basis.

***Performance-based fees:*** Refer to Item 6 regarding conflicts created by performance-based fees.

***Allocation of investment opportunities:*** Refer to Item 6 regarding conflicts and the allocation of investment opportunities.

***Interests in entities providing services to Funds or underlying real estate investments:***

CREM has a profit-sharing agreement with a non-affiliated third-party that entitles CREM to receive 55% of the net profits derived for cleaning and engineering services provided to certain of the Funds' properties.

An entity that is minority-owned (5.4% as of June 2020) by affiliates of CREM (but not controlled) provides utility data analytics and capital planning services to certain of the Funds' investments.

A CREM affiliate has a non-controlling interest in a cloud-based technology company that provides project management and capital planning services to certain of the Funds' properties.

Also, see Item 4 for additional information regarding affiliated service providers. CREM evaluates the services and costs performed by the aforementioned service providers to determine ongoing engagement.

***Item 12: Brokerage Practices***

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CREM does not generally invest in publicly traded securities and therefore we do not select broker-dealers on a regular basis. If required to select a broker-dealer for transactions by a



Fund, we will seek best execution and make the selection based on a combination of cost, execution capability, and trading expertise consistent with the transaction.

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**Item 13: Review of Accounts**

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***Review of Accounts***

The Funds managed by the Firm are reviewed on an ongoing basis to assure conformity with investment objectives and guidelines.

***Reporting***

In addition to receiving periodic reports from CREM, such as quarterly unaudited financial statements, each investor will receive the relevant Fund's audited financial statements, together with other supplemental information pertaining to the Fund's portfolio of investments and activities, within 120 days of such Fund's fiscal year end.

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

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***Compensation for Client Referrals***

CREM could maintain agreements with third-party placement agents whereby CREM would pay a placement agent a portion of the asset management fee it receives with respect to solicited investor's investment in a Fund.

As a result, these parties receive compensation for their services. The fees we pay to these third-party placement agents do not result in an increase in the fees charged to or expenses incurred by our Funds or investors.

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**Item 15: Custody**

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Rule 206(4)-2 under the Advisers Act (the "Custody Rule") imposes certain obligations on registered investment advisers that have "custody" of (meaning the authority to obtain and use) the funds or securities of our Funds.

We have custody of each Fund's assets primarily because we (or our affiliate) serve as general partner or managing member of each of the Funds.

Secondly, the investments that CREM makes on behalf of the Funds are primarily related to the acquisition and development of interests in real estate, and in entities that own and operate real estate developments. Accordingly, we maintain possession of the vast majority of the documentation that demonstrates our Funds' ownership interest in these investments. We hold cash and other liquid assets of the Funds in custodial accounts in the name of the specific Fund.

Finally, under our Operating Agreements, we direct Asset Management Fees and Incentive Distributions to be paid out of the Funds' accounts.

For each of the above reasons, we have custody of Fund assets.

To comply with Rule 206(4)-2 under the Advisers Act, the "**Custody Rule**" we provide all Fund investors with audited financial statements for the Funds in which they are invested within 120 days of such Fund's fiscal year end. In addition, the audited financial statements must be prepared by an independent accounting firm that is registered with and subject to review by the Public Company Accounting Oversight Board, in accordance with U.S. Generally



Accepted Accounting Principles. Investors should carefully review the audited financial statements of the Funds.

**Item 16: Investment Discretion**

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Subject to any restrictions set forth in a Fund's Operating Agreement, we generally have discretionary authority pursuant to the applicable Operating Agreement to make the following determinations without obtaining the consent of any Fund or investor before the transactions are effected:

- The properties that are to be bought, sold or refinanced and when the properties are to be bought, sold or refinanced;
- The brokers, investment banks or placement agents through which properties are to be bought or sold; and
- The commissions, fees or other rates at which property transactions for a Fund are effected.

CREM does not manage assets on a non-discretionary basis.

**Item 17: Voting Client Securities**

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We are rarely asked to vote proxies because of the nature of our business. If we are asked to vote a proxy or corporate action, we will make a determination, in our opinion, as to what vote is in the best interest of the Fund(s). We will maintain a written record of any proxy/corporate action on which we vote.

**Item 18: Financial Information**

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Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about our financial condition. We have no financial commitment that impairs our ability to meet our contractual and fiduciary commitments to Funds and have not been the subject of a bankruptcy proceeding.