

**ITEM 1  
COVER PAGE**

---

---

**PART 2A OF FORM ADV: FIRM BROCHURE**

**PRETIUM SINGLE-FAMILY RENTAL MANAGER III, LLC**

60 Columbus Circle, 19<sup>th</sup> Floor  
New York, NY 10023  
Tel: (212) 257-5757

[www.pretium.com](http://www.pretium.com)

March 2024

---

---

*This brochure (the “Brochure”) provides information about the qualifications and business practices of Pretium Single-Family Rental Manager III, LLC and its relying advisers. If you have any questions about the contents of this Brochure, please contact Cheryl Zabala at (917) 942-8289 or [compliance@pretium.com](mailto:compliance@pretium.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.*

*Pretium Single-Family Rental Manager III, LLC is registered as an investment adviser with the SEC. Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.*

*Additional information about Pretium Single-Family Rental Manager III, LLC is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).*

## **Item 2 – Material Changes**

This Brochure does not contain any material changes in the qualifications or business practices of Pretium Single-Family Rental Manager III, LLC when compared to the Investment Adviser's previous filing in March 2023.

### **Item 3 - Table of Contents**

Item 1 – Cover Page.....	1
Item 2 – Material Changes .....	2
Item 3 - Table of Contents.....	3
Item 4 – Advisory Business.....	4
Item 5 – Fees and Compensation.....	7
Item 6 – Performance Based Fees and Side-By-Side Management .....	11
Item 7 – Types of clients .....	14
Item 8 – Methods of Analysis, Investment Strategies, and Risk of Loss.....	15
Item 9 – Disciplinary Information .....	25
Item 10 – Other Financial Industry Activities and Affiliations.....	28
Item 11 – Code of Ethics, Participation or Interests in Client Transactions and Personal Trading .....	31
Item 12 – Brokerage Practices .....	33
Item 13 – Review of Accounts .....	34
Item 14 – Client Referrals and Other Compensation.....	35
Item 15 – Custody .....	36
Item 16 – Investment Discretion.....	36
Item 17 – Voting Client Securities.....	38
Item 18 – Financial Information .....	39

## **Item 4 – Advisory Business**

Pretium Partners, LLC, founded in 2012, is an investment manager focused on real estate, mortgage finance, corporate and structured credit and specialty finance. Pretium Partners, LLC conducts its real estate investment management business through Pretium Single-Family Rental Manager III, LLC (“SFR III”), a Delaware limited liability company, and through a variety of other relying advisers, all of which are under common control with SFR III (each a “Relying Adviser”). This Form ADV Part 2 Brochure describes the investment advisory activities of SFR III and its Relying Advisers. For ease of reference, the term “Investment Adviser” or “Pretium” is used throughout this Brochure and should be understood to include SFR III and, where applicable, all of its various Relying Advisers. SFR III and the Relying Advisers are primarily owned by Donald R. Mullen, Jr. and are direct or indirect subsidiaries of Pretium Partners, LLC.

### *Advisory Services*

The Clients (as defined below) principally invest in single-family residential real estate properties and seek to capitalize on the growth of the institutional single-family rental industry in the United States. The Clients seek to earn capital gains by acquiring single-family homes at discounted prices and executing strategies to maximize their value by conducting repairs and renovations and generating rental income.

### *Clients*

Pretium’s Clients can be broadly categorized as either (i) pooled investment vehicles that are structured as limited partnerships, limited liability companies or corporations and which comply with Section 3(c)(1) or 3(c)(7) of the Investment Company Act of 1940 (“Private Funds”); (ii) single investor funds, (iii) single investor managed accounts or funds (“Managed Accounts”); or (iv) joint ventures with third parties (“Joint Ventures”). The Private Funds, single investor funds, Managed Accounts and Joint Ventures are referred to throughout this Brochure as “Clients.”

### *Private Funds*

The Private Funds and single investor funds are not registered or required to be registered as investment companies under the U.S. Investment Company Act of 1940, as amended (the “Investment Company Act”), in reliance upon the exclusion from the definition of investment company provided by Sections 3(c)(1) and 3(c)(7) of the Investment Company Act. Likewise, securities issued by the Private Fund generally rely on the offering exemptions provided by Section 4(a)(2) of the U.S. Securities Act of 1933, as amended (the “Securities Act”) and Regulation D thereunder. Interests in the Private Funds are privately placed to qualified investors in the United States and elsewhere in accordance with applicable laws.

The Investment Adviser advises the Private Funds in an attempt to achieve each Private Funds’ investment objective (consistent with any relevant guidelines or restrictions) and does not tailor its advice to the individual needs of any investor in a Private Fund. Investors in the Private Funds generally cannot impose any restrictions on the way in which the Investment Adviser provides advice to the Private Funds. The Investment Adviser’s management of the Private Funds is subject to the terms of each respective Private Fund’s Governing Documents (as defined below).

The Investment Adviser generally expects to enter into agreements (“Side Letters”) with one or more of their investors whereby, in consideration for agreeing to invest certain amounts in a Client and/or providing other consideration, such investors may be granted favorable rights not afforded other investors in such Client. Such rights typically include one or more of the following: rights to receive reports from the Client on a more frequent basis or that include information not typically provided to other investors; rights to receive reduced rates of performance fees/allocations and/or management fees earned by Pretium, each Client’s general partner and/or other affiliates; excuse rights; information rights; co-investment rights; rights to transfer interests in a Fund; and such other rights as may be negotiated between the Client, Pretium and such investors. Side Letters may be entered into by the Client and Pretium without the consent of other investors in such Client. Additionally, except as required by “most-favored-nations” clauses or under the relevant Governing Documents, Side Letters will not be disclosed to other investors in such Client.

#### Single Investor Managed Accounts and Joint Ventures

As described above, the Investment Advisers provide investment advisory services to Managed Accounts and Joint Ventures, which, unlike the Private Funds described above, are generally formed for the specific purpose of managing the assets of a single investor. The investment strategies for the Managed Accounts and Joint Ventures generally parallel all or a portion of the investment strategies of one or more of the Private Funds, but there are differences among the Clients’ “buy boxes,” *i.e.*, the list of characteristics including, without limitation, locations, types of homes or minimum/maximum net yields, for the properties in which the Managed Account, Joint Venture and the Private Fund will invest. The advisory services provided to each Managed Account and Joint Venture, and the related terms and fees, are negotiated on a case-by-case basis.

#### Governing Documents

The descriptions of the Clients in this Brochure, including the type of investments made and strategies used, fees and expenses charged, risk factors and conflicts of interests that arise in the Investment Adviser’s management of such Clients and investments, are qualified in their entirety by reference to each of the Clients’ agreements with the relevant Investment Adviser as well as any other formal offering materials, including, but not limited to, the offering memorandum, memorandum and articles of association, limited partnership agreement, joint venture agreement, investment management agreement or subscription document, as applicable and as each can be amended, supplemented, or modified from time to time (collectively, the “Governing Documents”).

More complete information about the Clients is included in the relevant Governing Documents, which should be carefully reviewed prior to making an investment decision. In no event should this Brochure be considered an offer to sell or a solicitation of an offer to buy interests in the Clients or relied upon in determining to invest in the Clients. This Brochure is designed solely to provide information about SFR III and the Relying Advisers for purposes of complying with certain obligations under the U.S. Investment Advisers Act of 1940, as amended (the “Advisers Act”), and as such, respond to relevant regulatory requirements under the Advisers Act that can differ from the information required to be provided in the Clients’ relevant Governing Documents. In the event of any inconsistency between the Governing Documents and this Brochure, the Governing Documents shall control.

The Investment Adviser does not participate in wrap fee programs.

Assets Under Management

As of December 31, 2023, SFR III and the Relying Advisers managed approximately \$34,843,178,825 of regulatory assets under management. Such amount is preliminary and unaudited.

*This Brochure generally includes information about the Investment Adviser and its relationships with its Clients and affiliates. While much of this Brochure applies to all such Clients and affiliates, certain information included herein applies to specific Clients or affiliates only. This Brochure does not constitute an offer to sell or solicitation of an offer to buy any securities. The securities of the Clients are offered and sold on a private placement basis under exemptions promulgated under the Securities Act of 1933, as amended, and other exemptions of similar import under U.S. state laws and the laws of other jurisdictions where any offering may be made.*

*The descriptions set forth in this Brochure of specific advisory services that the Investment Adviser offers to Clients, and investment strategies pursued and investments made by the Investment Adviser on behalf of its Clients, should not be understood to limit in any way the Investment Adviser's investment activities. The Investment Adviser may offer any advisory services, engage in any investment strategy and make any investment, including any not described in this Brochure, that the Investment Adviser considers appropriate, subject to each Client's investment objectives and guidelines. The investment strategies the Investment Adviser pursues are speculative and entail substantial risks. Clients should be prepared to bear a substantial loss of any invested capital. There can be no assurance that the investment objectives of any Client will be achieved.*

## Item 5 – Fees and Compensation

Pretium's Clients are generally qualified purchasers, as defined in Section 2(a)(51)(A) of the Investment Company Act. As such, a detailed Client fee schedule is not included in this Brochure. However, most of the Investment Advisers' Clients pay some or all of the following fees:

- (a) a management fee that is generally equal to 0.35% to 2.0% of the total capital committed or invested (which may include leverage in certain cases), or the net asset value, under management for the relevant Client (a "Management Fee"); and
- (b) a performance fee that is generally equal to 10% to 50% of the net capital appreciation of such Client's account at the end of the relevant fiscal period, or upon realization, and in certain cases subject to, or only in excess of, specified performance thresholds (an "Incentive Allocation").

Pretium generally deducts fees from Clients' assets on a monthly, quarterly or annual basis, depending on the Client involved and the nature of the fee. More detailed information about specific fees and expenses that Clients pay is provided in the Governing Documents of each Client.

### Additional Fees and Expenses

The Clients (and therefore the investors in the Clients) will bear and be charged with all costs and expenses relating to the activities and operations of the Clients including, but not limited to:

- (a) investment expenses, *i.e.*, expenses that, in the Investment Adviser's discretion, are related to the investment of the Clients' assets, whether or not such investments are consummated, *e.g.*, costs, fees and other out-of-pocket expenses directly related to:
  - the discovery, investigation and diligence of investment opportunities and research-related expenses, including, without limitation, equipment and services and investment related computer hardware and software expenses (including proprietary software), market data services, fees to third-party providers of research and/or portfolio risk management services and software;
  - the sourcing, negotiation, structuring, acquisition, closing, ownership, monitoring, holding, construction, restructuring, leasing, refurbishment, disposition, financing, hedging or sale of its investments and other transaction costs, including travel expenses for investment diligence, costs and expenses of accommodations, cellular phone expenses, meals and aircraft travel (including first or business class commercial airfare), and expenses of private air travel when deemed appropriate by the Client's general partner in its reasonable discretion (subject to Pretium's Travel & Expenses Policy), brokerage costs and fees relating to the sale, purchase or lease of a property (which services can be provided by affiliated service providers), transaction fees, broken-deal expenses, title fees, loan administration and loan servicing expenses, developer or construction fees, expenses incurred in collection of monies owed to the Clients, consulting (including sourcing, operating, research,

industry expert, engineering or subject matter consultants) advisory, investment banking, sourcing, finder's, legal, valuation, and other professional fees (and similar payments and compensation) relating to investments or contemplated investments or short sales, custodial fees, interest expenses, hedging, appraisal fees and expenses, and valuation and appraisal fees;

- (b) organizational expenses, including expenses relating to the offer and sale of interests of the Clients;
- (c) costs and expenses of any lenders, investment banks and other financing sources;
- (d) fees and expenses of the limited partnership advisory committee, including travel, lodging and meal expenses related to meetings thereof;
- (e) certain compliance and reporting expenses, legal expenses, licensing, administrator, custodian and depository fees;
- (f) accounting, audit, tax preparation and other tax-related expenses (including preparation costs of financial statements, tax returns, reports to the Partners and Schedules K- 1);
- (g) certain taxes and government registration fees;
- (h) expenses associated with withdrawals, redemptions, admissions, marketing, issuances and transfers of limited partnership interests, the preparation and delivery of capital calls, distributions or other reports as required and requested by the Client;
- (i) insurance costs, including errors, omissions, fidelity, crime, cybersecurity, general partner liability, real estate insurance, title insurance, insurance on loans, property insurance, homeowners' insurance;
- (j) expenses related to organizing persons through or in which investments may be made and related to the organization, maintenance and operation of any intermediate entity established for the Clients' investments, including travel, lodging, rent, salaries and ancillary costs related to such entity, fees, costs and expenses of services providers of such entity and the salary and benefits of any personnel reasonably necessary and/or advisable for the operation or maintenance of such entity, or overhead and other expenses in connection therewith;
- (k) independent director fees and expenses, including reasonable travel, lodging and meal expenses;
- (l) printing and mailing costs;
- (m) any other extraordinary expenses (including indemnification costs and expenses, the costs and expenses of any litigation involving the Clients and the amount of any judgments or settlements paid in connection therewith);
- (n) and any placement fees payable to a placement agent in respect of the subscription by limited



partners if provided for in the Governing Documents;

- (o) expenses, charges and/or related costs incurred in connection with the provision of in-house administrative, accounting, legal, compliance or tax services to the Clients and/or its investments via Pretium Enterprise Services, LLC, Pretium Enterprise Operations India Pvt. Ltd., Pretium Advisory Services, LLC, or Pretium UK Partners Limited, each an affiliate of the Clients (further described in Item 11 herein), including, without limitation, compensation and other overhead allocable to such services (such allocation being made based on a variety of factors which can change over time and methods that the general partner believes are fair and reasonable; provided, that the general partner determines in good faith that any such expenses, charges or related costs are not greater than what would be paid to an unaffiliated third party for substantially similar services);
- (p) expenses relating to insurance brokerage services, title and closing services, and other transaction management, portfolio analytics, and data infrastructure services provided by Selene Finance, LP, an affiliate. In connection with such services, Selene is expected to receive late fees, payment processing fees and insufficient fund fees from borrowers, and such fees shall not reduce the applicable management fee or otherwise be shared with such funds and other accounts;
- (q) fees paid to Pretium Securities, LLC, a FINRA member broker-dealer affiliate for mergers and acquisitions and investment banking advisory activities or underwriting activities relating to securitization transactions that are collateralized by assets held by Clients; and
- (r) “Property Management Fees” as defined herein. The Investment Adviser’s affiliates, including Progress Residential Management Services, LLC (the “Real Estate Platform”) have been or will be retained by the Clients to provide bona fide asset management, development, disposition, brokerage or other similar services of the type typically provided by third parties as determined in good faith by the general partner. Property management will be conducted, and other services ancillary to the ownership, management and operation of real property (such as real estate brokerage services, insurance brokerage services and title and closing services) can be conducted, at the local level utilizing the services of the Real Estate Platform as well as local third-party service providers in certain markets, supervised by the Real Estate Platform’s regional operating teams. In connection with such property management, brokerage and other services, the Clients pays the Real Estate Platform fees that the general partner determines in good faith are not greater than what would be paid to a similarly qualified, unaffiliated third party for substantially similar services (the “Property Management Fees”). Such Property Management Fees are disclosed in the applicable Governing Documents.

If any of the above expenses or other expenses are incurred jointly for the benefit of more than one of the Investment Adviser’s Clients or affiliates, such expenses will be allocated among the Clients and the affiliates in proportion to the size of the investment made by each vehicle in the activity or entity to which the expense relates, or in such other manner as the general partner and/or the Investment Adviser considers fair and reasonable. To the extent that expenses to be borne by the Clients are paid by the general partner, the Investment Adviser or an affiliate thereof (in excess of its ratable share), the Clients will reimburse the general partner, the Investment Adviser or such affiliate for such expenses.

Certain advisors, brokers, attorneys, consultants, investment banking firms and other service providers, including developers, accountants, administrators, lenders, administrative agents, title agents, technology and other software providers (such as technology-enabled general contractor and construction data providers, work-place management software providers, and other data, technology and software providers) to a Client also provide goods or services to, or have business, personal, financial or other relationships with, Pretium. In particular, Pretium affiliates hold an expanding array of investments in such advisors and service providers that Pretium believes provide services which are of strategic value to the Real Estate Platform. Such advisors and service providers may also be investors in a Client, sources of investment opportunities or co-investors or otherwise counterparties of the Client. In some cases, under the terms of the Pretium affiliate's investment in such service providers, the value of such investment will be dependent in part on the amount of services that the Client hires such service providers to provide. Pretium expects in the future to engage additional service providers to the Client in which a Pretium affiliate holds an investment, and/or make an investment in an existing service provider to the Client. Pretium has a financial incentive in such situations to hire such service providers (and/or to utilize such existing service providers) to provide services to the Clients, and expects to take into account various factors in determining whether to hire such service providers (and/or to utilize such existing services providers), including whether hiring or utilizing such service providers provides strategic benefits to Pretium and/or the Real Estate Platform, and there can be no assurances such service providers are hired or utilized on terms that are as favorable as those that could be provided by service providers in which a Pretium affiliate does not hold an investment. These relationships are expected to influence the Investment Manager in deciding whether to select or recommend such a provider to perform services for the Client (the cost of which will generally be borne directly or indirectly by the Client). Furthermore, the Real Estate Platform may generate Multiple Listing Service ("MLS") leads for Clients and the Clients will bear as an expense a fee for each MLS lead that results in a closing. Pretium believes that the above conflicts are mitigated as such fees are generally disclosed and approved by the Managed Account or Joint Venture investors or limited partnership advisory committee, where applicable. Such compensation does not offset or otherwise reduce Management Fees or Incentive Fees paid by the Clients and their investors.

Neither the Investment Adviser nor any of its supervised persons accepts compensation for the sale of securities or other investment products.

Additional information regarding the affiliates mentioned above can be found in Item 10.

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

The Investment Advisers provide advisory services to Clients for which the investment mandates, compensation and fee arrangements and other circumstances differ from Client to Client. As noted in Item 5, a Pretium affiliate will be entitled to a performance-based profits allocation. Pretium affiliates also can be entitled to performance-based compensation in connection with other Clients that can compete with the Clients for investment opportunities. In the allocation of investment opportunities, performance-based compensation arrangements can create an incentive to favor accounts from which affiliates of the Investment Adviser can receive greater performance-based compensation over accounts from which affiliates of the Investment Adviser can receive less performance-based compensation. In addition, there is the incentive to invest more aggressively for some Clients more than others or to invest in riskier assets on behalf of one Client as compared to another in an effort to maximize the profits for those funds or accounts in which the Investment Adviser or its affiliates would share through an Incentive Allocation.

In addition, Pretium is permitted to enter into strategic accounts directly or indirectly with investors that commit significant capital into a particular Client. Such arrangements often include Pretium granting certain preferential terms to these investors, including a waiver or reduction of Management Fees or performance fees or carried interest that are lower than those applicable to Clients in which such investors invest. Where any such strategic accounts invest in a Client, such indirect preferential terms (or other preferential terms set forth in the Governing Documents) are generally not subject to the Client's "most favored nation" provisions.

Furthermore, certain outside investors indirectly own minority interests in Pretium's parent company (which do not give these investors any authority over the day-to-day operations or investment decisions of Pretium but does afford them certain customary minority protection consent rights) and/or provide financing to Pretium. These investors may make investments in a Client. As a result of the ownership interests of these investors in Pretium or the financing they provide to Pretium, their investments in a Client may be on more favorable terms than other investors and they may have preferential access to co-investment opportunities. In addition, representatives of these investors may serve on a fund's advisory committee. In connection with exercising their voting rights (and their representatives voting as members of a fund's advisory committee), these investors would be incentivized to take into account considerations that are favorable to Pretium (and not other investors in the fund).

Pretium believes that it has reasonable controls in place to mitigate such potential conflicts of interest and ensure that the Investment Adviser acts consistent with its fiduciary duty and its Client's investment mandates. Specifically, Pretium has an allocation policy pursuant to which it endeavors to allocate investments among its Clients in a fair and equitable manner over time. The Accounts are generally subject to investment guidelines set forth in their respective Governing Documents. To the extent the Clients have overlapping investment strategies, the Investment Adviser and/or its affiliates maintains, subject to the Clients' Governing Documents, discretion in making allocation decisions among the Clients. In making such allocations, the Investment Adviser considers such factors that it determines in its sole discretion to be relevant, which includes, without limitation, a Client's investment program (*e.g.*, markets in which a Client wishes to invest, market concentration limits, minimum net yields, types of homes, Client diligence requirements), available capital at the time of investment, the targeted pace in which an account would like to deploy capital and regulatory and tax considerations. Legal and regulatory exclusions can impact allocations. For

example, Pretium may determine that certain Clients or investors in such Clients, should be excluded from an allocation due to specific legal, regulatory and contractual restrictions placed on the participation of such persons in certain types of investment opportunities.

In making its allocations of investment opportunities among the Clients, Pretium seeks not to favor or disfavor any Client or class of Clients in relation to any other Clients. The application of the considerations and factors set forth above may result in allocation on a non-pro rata basis and there can be no assurance that a Client will participate in all investment opportunities that fall within its investment objectives. The Investment Adviser makes allocation determinations based solely on the Investment Adviser's expectations, however investments and their characteristics may change and there can be no assurance that an investment may prove to have been more suitable for another Client in hindsight.

The Investment Adviser is permitted to offer co-investment opportunities in its discretion and can allocate any such opportunities in its discretion. The Investment Adviser will take into account various facts and circumstances it deems relevant in allocating co-investment opportunities, including (i) whether a potential co-investor has expressed an interest in evaluating co-investment opportunities, (ii) the Investment Adviser's assessment of a potential co-investor's ability to invest an amount of capital that fits the needs of the investment and the Investment Adviser's assessment of a potential co-investor's ability to commit to a co-investment opportunity within the required timeframe of the particular transaction; (iii) tax, regulatory, securities laws and/or other legal considerations; (iv) confidentiality concerns that may arise in connection with providing the prospective co-investor with specific information relating to the investment opportunity; (v) perceived ease of process in coordinating or completing the investment with the prospective co-investors; (vi) the Investment Adviser's perception of whether the investment opportunity may subject the prospective co-investor to legal, regulatory, reporting, or other burdens that make it less likely that the prospective co-investor would act upon the investment opportunity if offered or would impair the Investment Adviser's ability to execute the relevant transaction in the desired time or on desired terms; (vii) lender requirements; (viii) perceived public relations and reputational benefits or costs; (ix) existence of a formal or informal strategic relationship with the prospective co-investor; as well as (x) other factors which benefit the Investment Adviser such as the likelihood that an investor may invest in a future fund sponsored by the Investment Adviser or its affiliates and whether the Investment Adviser believes that allocating investment opportunities to an investor or person will help establish, recognize, strengthen and/or cultivate relationships that have the potential to provide longer-term benefits to the Client or the Investment Adviser. Furthermore, the Investment Adviser has not provided contractual priority co-investment rights to its investors. The Adviser in limited circumstances enters into certain agreements pursuant to which the Adviser will agree to offer available co-investment opportunities to specific co-investors; however, the Investment Adviser is under no obligation to provide co-investment opportunities and may offer an investment opportunity to one or more co-investors without offering such opportunity to the others. With respect to consummated co-investments, co-investors will generally bear their pro rata share of fees, costs and expenses related to the discovery, investigation, due diligence, development, acquisition or consummation, ownership, maintenance and monitoring of the co-investments.

The Investment Adviser and/or the general partner values the assets held by the Clients and will be responsible for the determination of asset valuations for all purposes, including the determination of the Management Fee and the Incentive Allocation. Many Clients have contracted with a third-party administrator to provide certain services, including independent price verification

of the investments held in calculating a Client's net asset value and capital account maintenance and the independent verification of the calculation of Management Fees and Incentive Allocations. In addition, the Investment Adviser and/or the general partner has engaged independent valuation agents to conduct valuations on a quarterly, semi-annual or annual basis. Finally, the Clients are audited by an independent auditor that performs valuation testing on certain assets in connection with issuing the relevant audit opinion.

In certain circumstances, affiliates of the Investment Adviser provide non-refundable deposits to third-party sellers for the acquisitions of houses that have been acquired or are in contract to be acquired by a Client ("Pretium Assets") and are subsequently assigned to a Client. Conflicts of interest could arise in connection with the transfer of such homes including, but not limited to, timing, structuring, pricing and other terms and conditions of such transaction, as well as existing contracts for property management to be performed by affiliates with respect to such Pretium Assets. Pretium Assets are transferred to the Client for the sum of the affiliate's acquisition cost of the relevant portion of such Pretium Assets to be acquired by the Client, including any and all fees, expenses and costs incurred by the affiliate in connection with the purchase, holding and transfer of such portion of such Pretium Assets, notwithstanding that the fair market value of any such purchased portion of such Pretium Assets may have declined below, or increased above, the cost from the date of acquisition to the time of such transfer. Further, it is possible that, during the period between the affiliate's purchase of such Pretium Assets and its subsequent assignment thereof to the Client, the valuation of such Pretium Assets can potentially incur material depreciation due to significant economic or market events or force majeure events. Pretium would receive materially less consideration from selling such Pretium Asset to a third party than it would from transferring such Pretium Asset to the Client. For this reason, among others, Pretium would have an incentive to transfer the Pretium Asset to the Client. Interim periods are generally expected to last less than a month in the ordinary course, and Pretium believes that this relatively short period between acquisition and assignment reduces the risk that the value of a given Pretium Asset will depreciate materially. Nonetheless, given the non-refundable nature of the deposits to be paid by a Pretium affiliate on such Pretium Assets, the Pretium affiliate is expected to have an incentive to sell such assets to the Client at cost, regardless of the current valuation of the assets, including in a case where such valuation has depreciated materially.

## **Item 7 – Types of Clients**

As described in Item 4 above, Pretium provides investment management services on a discretionary basis to Private Funds, single investor funds, Managed Accounts and Joint Ventures. The underlying investors in these Clients are typically institutional and high net worth investors.

Investors in the Clients must be “accredited investors” as determined under Regulation D under the Securities Act of 1933, as amended, “qualified clients” as defined for purposes of Rule 205-3 under the Advisers Act, and “qualified purchasers” or “knowledgeable employees” as defined and interpreted for purposes of Section 3(c)(7) of the Investment Company Act. The minimum capital commitment for investing in the Private Funds ranges from \$2 million to \$10 million, which can be waived by a Client’s general partner. The minimum capital commitment for setting up a managed account or joint venture shall be described in the written investment management agreement entered into by and between the Investment Adviser and the client and is subject to negotiation.

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

*The descriptions set forth in this Brochure of specific advisory services that the Investment Adviser offers to the Clients, and investment strategies pursued and investments made by the Investment Adviser on behalf of the Clients, should not be understood to limit in any way the Investment Adviser's investment activities. The Investment Adviser can offer any advisory services, engage in any investment strategy and make any investment, including any not described in this Brochure, that the Investment Adviser considers appropriate, subject to the Clients' investment objectives and guidelines. The investment strategies that the Investment Adviser pursues are speculative and entail substantial risks. Investors in the Clients should be prepared to bear a substantial loss of any invested capital. There can be no assurance that the investment objectives of the Clients will be achieved.*

The Clients generally seek to acquire, own and actively manage a diversified portfolio of what the Investment Adviser believes to be high-quality single-family rental properties located in certain high-growth markets across the United States. With respect to the build-to-rent strategy ("BTR"), certain Clients will focus on acquiring and developing dedicated BTR communities and newly constructed homes. The investment strategy is to identify residential properties or communities that the Investment Adviser believes can produce dependable, long-term cash flow growth and are likely to benefit significantly from value-added renovation, marketing, leasing expertise, pricing and revenue management, property management and operations, thoughtful investment of capital, data-driven asset management strategies and access to financing. The Investment Adviser collaborates with its affiliated property manager, Progress Residential Management Services, LLC ("Progress") to formulate asset-level management strategies that take into account the methodical approach used to evaluate each home when considered for acquisition. The Investment Adviser can also directly or indirectly invest in real estate assets of any type, real estate companies, or real estate related companies and businesses that are consistent with the investment strategy of the Clients.

### **Material, Significant or Unusual Risks Relating to Investment Strategies**

The following risk factors do not purport to be a complete list or explanation of the risks involved in an investment in the Clients. These risk factors include only those risks the Investment Adviser believes to be material, significant or unusual and relate to a particular significant investment strategy or method of analysis. Prospective investors should refer to the relevant Governing Documents for a more fulsome disclosure of the potential risks of an investment in the Clients, including a description of each of its respective risk factors. In addition, as the Clients' strategies develop and evolve over time, an investment in the Clients can be subject to additional and different risk factors than those set forth below.

***Real Estate Risks Generally.*** Deterioration of real estate fundamentals generally, and in the United States in particular, can negatively impact the amount of income generated by the Clients' investments. These risks include, but are not limited to, the burdens of ownership of real property, general market and local economic conditions, the supply and demand for properties and/or real estate values generally, changes in environmental and zoning laws and other regulations, casualty or condemnation losses, regulatory limitations on rents, decreases in property values, increases in personal and property taxes, insurance costs, HOA fees, acquisition or renovation costs, changes

in the appeal of neighborhoods or in supply of and demand for competing properties in an area, energy and supply shortages, fluctuations in real estate fundamentals, the financial resources of residents, changes in interest rates and the availability of debt financing or mortgage funds, changes in real property tax rates and operating expenses, increase in borrowing rates, foreign exchange rates, negative developments in the economy that depress leasing activity, environmental liabilities, various uninsured or uninsurable risks, natural disasters, changes in government regulations (such as rent control), acts of God, terrorist attacks and war and other factors which are beyond the control of the Investment Adviser.

***Risks in Investing in Residential Properties.*** The Clients invest in single-family and/or multi-family residential properties, which will be subject to all the risks attendant upon the ownership and operation of other real estate assets. In addition, the value of a single-family property can be affected by a wide range of factors, including the physical attributes of the property, such as its age, condition, design, appearance, access to transportation and construction quality; the location of the property; ability of the Real Estate Platform or other management to provide adequate maintenance and insurance; the types of services or amenities that the property or surrounding area provides and the property's or the area's reputation; the level of mortgage interest rates and availability of government incentives, which can encourage residents to ultimately purchase rather than lease the homes, if possible; the generally short terms of residential leases; the presence of competing properties; the resident mix, adverse local or national economic conditions; state and local regulations, all of which would impact the Clients' potential income.

***Single-Family Rental Market.*** The Clients' investment strategy is premised on assumptions about leasing activity, rental rates, interest rates and other factors, and if those assumptions prove to be inaccurate, cash flows from the Clients' properties and profitability will be reduced. Any strengthening of the United States economy and job growth, coupled with existing and/or future government programs designed to promote home ownership and/or keep homeowners in their homes and/or other factors can contribute to an increase in homeownership rather than renting. A softening of the rental market in the Clients' target markets would reduce rental revenue and profitability. In addition, the single-family rental market is highly competitive, and the Clients will be competing for investments with many other real estate investment vehicles, banks, sovereign wealth funds, public pension plans, the public debt and equity markets as well as individuals, financial institutions and other institutional investors.

***General Economic and Market Conditions.*** The real estate industry generally and the success of the Clients' investment activities in particular will both be affected by general economic and market conditions in the U.S. economy, such as interest rates, availability of credit, credit defaults, inflation rates, economic uncertainty, and to a lesser extent the global economy generally, as well as by changes in applicable laws, trade barriers, currency exchange controls, the rate of inflation and local, national and international political, environmental and socioeconomic circumstances (including wars, terrorist acts or security operations). These factors can affect the level and volatility of real estate prices and the liquidity of the Investments, which could impair the Clients' profitability or result in losses.

***Renters.*** Some of the properties acquired will be occupied by renters. The Clients will not have the opportunity to evaluate the qualifications of these renters prior to purchase of the homes in which the renters reside. In addition, certain jurisdictions regulate the relationship between an owner and its residents including laws requiring a written lease, good cause for eviction, disclosure of fees



and notification to residents of changed land use, while prohibiting unreasonable rules and retaliatory evictions. Jurisdictions can also impose rent control or similar regulatory requirements on single-family homes or multifamily dwellings. The Clients can incur additional expenses and spend extended periods of time trying to comply with such regulations, which can negatively impact the performance of the Clients. Furthermore, renters do not have the same interest as an owner in maintaining a property. Accordingly, renters can damage a property and cannot be forthright in reporting damages or amenable to repairing them completely or at all. There can also be periods of time before the Clients will begin receiving rental payments under a replacement lease. There can also be seasonal fluctuations in rental demand, with demand higher in the spring and summer than in the late fall and winter, all of which could impact the Clients' returns. Renters are not required to provide updated financial information during the terms of their leases and can become inaccurate or their creditworthiness can decline over time. The Clients' investment activities can include activities that will subject it to the risks of becoming involved in litigation by or with residents or other third parties. The expense of defending claims against the Clients by residents and third parties and paying any amounts pursuant to settlements or judgments would be borne by the Clients. A Client's investment activities may include activities that will subject it to the risks of becoming involved in litigation by or with residents or other third parties, including the risk of litigation against a resident who has defaulted on his or her rent payment. The expense of defending claims against the Client by residents and third parties and paying any amounts pursuant to settlements or judgments would be borne by the Client and would reduce net assets and could require investors to return distributed capital and earnings to the Client.

***Regulatory Risk.*** There can be no assurance that the Clients, their general partners, or any of their affiliates will avoid regulatory examination or enforcement actions. Even if an investigation or proceeding does not result in a sanction being imposed against Pretium or any of its affiliates, or such sanction is small in monetary amount, the Clients, their general partner, adviser and/or their respective affiliates will be subject to adverse publicity relating to the investigation, proceeding or imposition of such sanctions.

***Enhanced Scrutiny and Potential Regulation of Single-Family Rental Market.*** The growth of institutional investors in the single-family rental market has caused the U.S. government to heighten its scrutiny of the single-family rental industry including investigations by the House of Representatives into pandemic eviction practices of institutional investors. Increased scrutiny by the government or regulators could result in legal or regulatory changes that adversely impact the Client's business or may generate negative publicity for a Client's business and harm the Client's reputation.

***Rent Control Legislation and Other Proposed Legislation.*** In addition to U.S. federal, state and/or local regulation of the landlord-tenant relationship, some counties and/or municipalities may impose rent control or similar regulatory requirements on single-family homes or multi-family dwellings. These ordinances may limit rent increases to fixed percentages, to percentages of increases in the consumer price index, to increases set or approved by a governmental agency or to increases determined through mediation or binding arbitration and may also limit the Client's ability to recover increases in operating expenses and the costs of capital improvements. Enactment of such laws has been considered from time to time in other jurisdictions.

***Foreign Ownership Laws.*** In response to mounting national security concerns regarding foreign ownership of U.S. land, several U.S. states have recently enacted or proposed laws prohibiting or otherwise restricting the acquisition of interests in real property located in the state by foreign persons in an effort to limit foreign ownership of real property. These foreign ownership laws may impact the ability of non-U.S. limited partners to participate in a Client's investments, which may impair the Client's ability to execute its investment strategy. These laws could also limit the Client's ability to invest in certain entities or impose burdensome notification requirements, operational restrictions, or delays in pursuing and consummating transactions.

***Uncertain Economic, Social and Political Environment.*** Consumer, corporate and financial confidence may 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 can lead to or extend a localized or global economic downturn. A climate of uncertainty can 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 have an adverse effect on the economy generally and on the ability of the Clients to execute their respective strategies and to receive an attractive multiple of earnings on the disposition of businesses. This can slow the rate of future investments by such Client and result in longer holding periods for investments. Furthermore, such uncertainty or general economic downturn may have an adverse effect upon such Client's portfolio investments.

***Resident and Consumer Rights Organizations.*** Numerous resident rights and consumer rights organizations exist throughout the country, and the Clients may attract attention from some of these organizations and become a target of legal demands, litigation and negative publicity. Many such consumer organizations focus their litigation, lobbying, fundraising and grass roots organizing activities on landlord-tenant issues. While the Client intends to conduct its business lawfully and in compliance with applicable landlord-tenant and consumer laws, such organizations might work in conjunction with trial and pro bono lawyers in one or multiple states to attempt to bring claims against the Client on a class action basis for damages or injunctive relief and to seek to publicize the Client's activities in a negative light. The Client cannot anticipate what form such legal actions might take, or what remedies they may seek. Additionally, such organizations may lobby local county and municipal attorneys or state attorneys general to pursue enforcement or litigation against the Client, may lobby state and local legislatures to pass new laws and regulations to constrain or limit the Client's business operations and adversely impact the Client's business or may generate negative publicity for the Client's business and harm the Client's reputation. If they are successful in any such endeavors, they could directly limit and constrain the Client's operations and may impose on the Client significant litigation expenses, including settlements to avoid continued litigation or judgments for damages or injunctions.

***Litigation, Investigation or Other Governmental Proceedings at the Property Level.*** The acquisition, development, ownership and disposition of real properties entail certain litigation and similar risks, the costs of which may ultimately be borne by a Client. Litigation, investigations or other governmental proceedings may be commenced with respect to a property acquired by the Client or its subsidiaries in relation to activities that took place after or prior to the Fund's acquisition of such property. The expense of defending claims against the Client by governmental authorities,

buyers and other third parties and paying any amounts pursuant to settlements or judgments would be borne by the Client and would reduce net assets and could require the Partners to return distributed capital and earnings to the Client.

***Renovation and Maintenance of Properties.*** Many of the properties acquired by the Clients are expected to require some level of renovation either immediately upon their acquisition or in the future following expiration of a lease or otherwise. The Clients will bear the costs of renovating, which will vary in significance of renovation and the time to complete due to lack to supply or labor or otherwise.

***Title Defects.*** The Clients' title to property can be challenged for a variety of reasons and title insurance cannot prove adequate or be obtainable, which could adversely affect the Clients' performance.

***Limited Homebuilding Track Record.*** The Investment Manager has extensive experience with single-family real estate investments and opportunistic real estate investing, generally; however, certain Clients will pursue a "build-to-rent" investment strategy, which is an investment strategy different from opportunistic real estate investing or investing in existing single-family real estate. Pretium does not have a track record of building homes for rent. Rental home construction can involve substantial up-front costs to acquire land and to build a rental home or rental community before a home is available for rent and generates income. In addition to the up-front costs, building rental homes and rental communities involves potentially significant new risks to Pretium's business, such as delays or cost increases due to changes in or failure to meet regulatory requirements, including permitting and zoning regulations, failure of lease rentals on newly-constructed properties to achieve anticipated investment returns, inclement weather, adverse site selection, unforeseen site conditions or shortages of suitable land, construction materials and labor and other risks described herein.

***Acquisition of Land.*** There is strong competition among homebuilders and other investors for land that is suitable for residential development. The future availability of undeveloped land, or finished and partially finished developed lots that are suitable for the Investment Manager depend on a number of factors outside of its control, including land availability in general, competition with other homebuilders and land buyers (both private and institutional) for desirable property, inflation in land prices, zoning, allowable housing density, and other regulatory requirements. Should suitable lots or land become less available, the number of homes Pretium could build and lease could be reduced, and the cost of land could increase, perhaps substantially, which could adversely impact the a Client's growth and results of operations.

***Health & Safety Liability.*** Building and land development sites are inherently dangerous, and operating in the homebuilding and lot development industries poses certain inherent health and safety risks. Due to health and safety regulatory requirements and the number of homes a Client will construct, health and safety performance is critical to the success of the Client's business. Any failure in health and safety performance may result in penalties for non-compliance with relevant regulatory requirements, and a failure that results in a major or significant health and safety incident is likely to be costly and could expose the Client to liability that could be costly. Such an incident could generate significant negative publicity and have a corresponding impact on Pretium's reputation and financial condition, its relationships with relevant regulatory agencies or governmental authorities, and its ability to attract customers and employees, which in turn could have a material adverse effect on the

Client's financial results and liquidity.

***Role of the Investment Adviser and Its Professionals.*** The day-to-day operations of each investment are the responsibility of Pretium. Although Pretium is responsible for monitoring the performance of each investment, there can be no assurance that Progress, the property manager, or any of its successors, will be able to operate the properties in accordance with the Clients' plans. Additionally, the property manager can need to attract, retain and develop executives and members of its teams and the market for executive talent can be, notwithstanding general unemployment levels or developments within a particular industry, extremely competitive. The Investment Adviser, subject to the oversight of the general partner, has exclusive responsibility for the Clients' activities and there can be no assurance that such professionals and other persons will continue to be associated with Investment Adviser or the investments throughout the life of the Clients and a loss of the services of key personnel could impair Investment Adviser's or such other persons' ability to provide services to the Clients. The Clients will also share personnel and will not have a separate team of investment professionals dedicated solely to the Clients, and members of Investment Adviser will work on other projects for Pretium. Conflicts of interest are expected to arise in allocating management time, services or functions, and Investment Adviser and its affiliates' ability to access other professionals and resources within Pretium for the benefit of the Clients as described in the Clients' Governing Documents can be limited. Such access can also be limited by the internal compliance policies of Pretium or other legal or business considerations, including those constraints generally discussed herein. In addition, investment professionals and committee members can be replaced or added at any time and the Clients' management, investment structure, investment process, internal approval and monitoring processes can be modified on a case-by-case basis by Investment Adviser as it determines in good faith is appropriate.

***Dependence Upon Third-Party Service Providers.*** Although the Investment Adviser has retained affiliated entities like Progress for asset management, development, disposition or other similar services, the Investment Adviser expects to also use third-party vendors and service providers. Notwithstanding Investment Adviser's efforts to implement and enforce strong policies and practices regarding service providers, the Investment Adviser cannot successfully detect and prevent fraud, incompetence or theft by such third-party service providers. In addition, any removal or termination of third-party service providers would require the Investment Adviser to seek new vendors or providers, which would create delays and adversely affect the Clients' operations. The Clients could also be exposed to material liability and be held responsible for damages, fines and/or penalties.

***Bulk Portfolio Acquisitions and Dispositions.*** The Clients can acquire and dispose of properties that it acquires or sells in bulk from or to other owners of single-family homes, banks and loan servicers and will generally not have the opportunity to conduct interior inspections or conduct more than cursory exterior inspections on a portion of the properties. Such inspection processes can fail to reveal major defects, which can cause the amount of time and cost required to renovate and/or maintain such properties to substantially exceed estimates. A seller can require that a group of homes be purchased as a package even though the Clients can not want to purchase certain individual assets in the bulk portfolio. Moreover, to the extent the management and leasing of such properties has not been consistent with the Clients' property management and leasing standards, the Clients can be subject to a variety of risks, including risks relating to the condition of the properties, the credit quality and employment stability of the residents and compliance with applicable laws, among others.

***Nature of Debt and Other Real Estate-Related Securities.*** Some Clients can invest in debt securities (including, without limitation, debt issued by affiliates of the Clients or other SFR owner/operators) and other real estate-related securities, which can include secured or unsecured debt that would be subordinated to substantial amounts of senior indebtedness, all or a significant portion of which can be secured. The ability of the Clients to influence an issuer's affairs related to such debt or other securities is likely to be substantially less than that of senior creditors. In addition, such securities in which the Clients can invest cannot be protected by financial covenants or limitations upon additional indebtedness, can have limited liquidity, and cannot be rated by a credit rating agency, can be subject to early redemption features, refinancing options, pre-payment options, or similar provisions which, in each case, could result in the issuer repaying the principal on an obligation held by the Clients earlier than expected. In addition, depending on fluctuations of the equity markets and other factors, warrants and other equity securities can become worthless.

***Investments are Illiquid.*** Real estate investments are relatively illiquid. Such illiquidity can limit Pretium's ability to vary the portfolio of investments of the Clients in response to changes in economic and other conditions. In addition, illiquidity can result from changes in the capital markets or the decline in value of a property securing one or more of the Clients' investments.

***Investments in Development Assets.*** Some Clients can invest in development projects and associated risks include, without limitation, risks relating to receiving zoning and other regulatory or environmental approvals, the cost and timely completion of construction (including risks beyond the control of the Clients, such as weather or labor conditions or material shortages), the availability of both construction and permanent financing on favorable terms, political or local opposition, environmental issues, labor disputes (such as work stoppages), irregular accounting or other fraudulent practices, risks that the properties will not achieve anticipated leasing activity or sustain anticipated rent levels, counterparty non-performance, project feasibility assessment and dealings with and reliance on third-party consultants. A lack of operating history can make objective pricing decisions difficult for the Investment Adviser.

***Fixed Costs and Expenses.*** Many of the expenses associated with the Investments, such as real estate taxes, HOA fees, personal and property taxes, insurance, utilities, acquisition, renovation and maintenance costs, and other general corporate expenses are relatively inflexible and will not necessarily decrease with a reduction in revenue from such Investments. Some components of fixed assets depreciate more rapidly and require ongoing capital expenditures. Some expenses and ongoing capital expenditures are also affected by inflationary increases and certain of the cost increases may exceed the rate of inflation in any given period or market. By contrast, rental income is affected by many factors beyond the Client's control, such as the availability of alternative rental housing and economic conditions. In addition, state and local regulations may require the Client to maintain properties that it owns, even if the cost of maintenance is greater than the value of the property or any potential benefit from renting the property, or pass regulations that limit the Client's ability to increase rental rates. As a result, the Client may not be able to fully offset rising costs and capital spending by increasing rental rates, which could have a material adverse effect on the results of operations of the Investments and cash available for distribution.

***Increasing Property Taxes and Insurance Costs.*** The cost of property taxes and insurance is a significant component of the Client's expenses. Potential properties are subject to real and personal property taxes that may increase as tax rates change and as the real properties are assessed or reassessed by taxing authorities. As owner of such properties, the Client is ultimately responsible

for payment of the taxes to the applicable government authorities. If real property taxes increase, the Client's expenses will increase. If the Client fails to pay any such taxes, the applicable taxing authority may place a lien on the real property and the real property may be subject to a tax sale.

***Client Information Supplied by Residents.*** Residents are not required to provide updated financial information during the terms of their leases, notwithstanding the fact that this information can, and frequently does, change over time. If resident-supplied information is inaccurate or the residents' creditworthiness declines over time, the Client's portfolio may contain more risk than believed. The bankruptcy of a tenant or other default by a tenant may result in delays in receiving payments, as well as increased costs incurred by the Client to enforce its rights.

***Risks Related to HOAs.*** A Client may invest in properties that are or will be located within HOAs and are, or will be, subject to HOA rules and regulations. HOAs have the power to increase monthly charges and make assessments for capital improvements and common area repairs and maintenance. Property taxes, HOA fees, and insurance premiums are subject to significant increases, which can be outside of the Client's control. If the costs associated with property taxes, HOA fees and assessments or insurance rise significantly and the Client is unable to increase rental rates due to rent control laws or other regulations to offset such increases, the results of operations of the Investments would be negatively affected. The HOAs may have enacted or may from time to time enact onerous or arbitrary rules that restrict the Client's ability to restore, market, lease, or operate the properties in accordance with the Client's investment strategy, or require the Client to restore or maintain such properties at standards or costs that are in excess of planned budgets.

***Lack of Diversity; Concentration of Investments in Single Geography.*** Investments will be concentrated in single-family rental real estate, which can result in the Clients' investments being concentrated in one or more geographies within the single-family rental real estate sector. From time to time, certain geographic regions of the United States will experience weaker regional economic conditions and housing markets and, consequently, can experience higher rates of loss and delinquency than will be experienced by real estate generally.

***Qualification as a REIT.*** The Clients are expected to hold a portion of its investments directly or indirectly through entities that have elected to be taxed as REITs under the applicable provisions of the Internal Revenue Code of 1986. REITs can be affected by changes in the value of their underlying properties and by defaults by borrowers or residents and changes in tax laws.

***Technological Innovations.*** Recent technological innovations have disrupted numerous established industries. As technological innovation continues to advance rapidly, it could impact the Clients. Moreover, given the pace of innovation in recent years, the impact on a particular Investment cannot have been foreseeable at the time the Clients made the investment. Furthermore, the Investment Adviser could base investment decisions on views about the direction or degree of innovation that prove inaccurate and lead to losses.

***Deployment of Capital.*** In light of the Clients' investment strategy and the need to be able to deploy capital quickly to capitalize on potential investment opportunities, the Clients are expected to from time to time maintain cash at the Clients level pending deployment into investments, which can at times be significant. Cash can be invested in money market accounts and investors should understand that such low interest payments on the temporarily invested cash can adversely affect overall Client returns.

***Investments with Third Parties; Lack of Control.*** The Clients will in certain circumstances co-invest with third parties through partnerships, joint ventures or other entities, thereby acquiring jointly- controlled or non-controlling interests in certain investments. Although the Clients cannot have control over these investments and therefore, can have a limited ability to protect its position therein, Pretium expects that appropriate rights will be negotiated to protect the Clients' interests. There is possibility that a third party partner or co-venturer can have financial difficulties resulting in a negative impact on such investment, can have economic or business interests or goals which are inconsistent with those of the Clients, or can be in a position to take (or block) action in a manner contrary to the Clients' investment objectives, or the increased possibility of default by, diminished liquidity or insolvency of, the third-party, due to a sustained or general economic downturn. Furthermore, if a co-venturer defaults on its funding obligations, the Clients can be required to make up the shortfall. In addition, the Clients can in certain circumstances be liable for the actions of its third-party partners or co-venturers. The Clients can also invest in residential real estate portfolios in joint ventures with federal government sponsored enterprises ("GSEs"), subjecting the Clients to reporting, property management, economic and other requirements imposed by such partners. In other situations, the Clients can exercise control over an Investment, which can impose additional risks of liability for environmental damage or other types of liability. If these liabilities were to arise, the Clients might suffer a significant loss.

***Leverage; Risk of Borrowing by the Clients.*** Leverage creates an opportunity for increased return on equity, but at the same time creates an additional and significant loss and will increase the exposure of the investments to adverse economic factors such as rising interest rates, downturns in the economy or deteriorations in the condition of the investments, which can create substantial losses (including tax consequences) for investors in the Clients.

***Use of Subscription Line Facilities.*** Certain Clients obtain subscription line facilities (on a temporary or permanent basis) to facilitate investments or for any purpose for which Clients can call capital from their respective investors. The use of such a facility in lieu of calling capital from investors will result in higher or lower reported internal rate of returns than if the facility had not been utilized and capital was instead called from investors, presenting conflicts of interest.

***The Clients Can Guarantee Certain Leverage and Contingent Obligations.*** The Clients are expected to guarantee the performance of some of its subsidiaries' obligations, including but not limited to unsecured indebtedness. Non-performance on such obligations can cause losses to the Clients in excess of the capital the Clients initially can have invested/committed under such obligations and there is no assurance that the Clients will have sufficient capital to cover any such losses.

***Affiliated Service Provider Benchmarks.*** In the context of transactions with any affiliates, the general partner will make determinations of market rates based on its consideration of a number of factors, which are generally expected to include the general partner's experience with non-affiliated service providers as well as benchmarking data from independent third parties and other methodologies determined by the general partner to be appropriate under the circumstances. While the Investment Manager generally intends to obtain benchmarking data regarding the rates charged or quoted by third parties for similar services, relevant comparisons will not necessarily be available for a number of reasons, including, without limitation, as a result of a lack of a substantial market of

providers or users of such services or the confidential and/or bespoke nature of such services. Therefore, such market comparisons cannot always result in precise market terms for comparable services.

***Disruptions, Shortages or Increased Costs of Labor and Supplies.*** The Clients' ability to build new rental homes may be adversely affected by circumstances beyond the control of the Investment Manager or the General Partner, including: work stoppages, labor disputes, and shortages of qualified trades people, such as carpenters, roofers, masons, electricians, and plumbers; changes in laws relating to union organizing activity. Currently, the strong demand for homes has caused multiple supply chain disruptions and has resulted in shortages in certain building materials and tightness in the labor market. This has caused the construction cycle to lengthen and costs of building materials to increase. If shortages and cost increases in building materials and tightness in the labor market persist for a prolonged period of time, a Client's profit margins and results of operations could be adversely impacted. Any of these circumstances could give rise to delays in the start or completion of, or could increase the cost of, constructing new rental homes.

***Risks from Natural Disasters and Severe Weather.*** Natural disasters and severe weather such as earthquakes, tornadoes, hurricanes or floods may result in significant damage to the Client's properties and significant delays to the Client's development projects. The extent of the Client's casualty losses and loss in rental income in connection with such events depends on the severity of the event and the total amount of exposure in the affected area. The Client may have a concentration of homes in areas susceptible to hurricanes, including Florida and other Southeast markets. When the Client has geographic concentration of exposures, a single catastrophe (such as an earthquake) or destructive weather event (such as a hurricane) affecting a region may have a significant negative effect on the Client's financial condition and results of operations.

***Availability of Insurance against Certain Catastrophic Losses.*** With respect to properties acquired by the Clients, liability, fire, flood, extended coverage and rental loss insurance with insured limits and policy specifications that Pretium believes are customary for similar properties will be maintained. However, certain losses of a catastrophic nature, such as wars, natural disasters, terrorist attacks, or other similar events, can be either uninsurable or, insurable at such high rates that to maintain such coverage would cause an adverse impact on the related investments.

***Environmental Liabilities.*** The Clients can be exposed to substantial risk of loss from environmental claims arising out of investments made with undisclosed or unknown environmental, health or occupational safety matters (e.g., toxic substances, including asbestos and lead-containing paint), or problems with inadequate reserves, insurance or insurance proceeds for such matters that have been previously identified, as well as from occupational safety issues and concerns. Under the laws, rules and regulations of various jurisdictions, an owner of real property can be liable for the costs of removal or remediation of certain hazardous or toxic substances and laws and regulations can impose joint and several liability, which can result in a party being obligated to pay for greater than its share, or even all, of the liability involved. There is also additional cost for compliance with any changes to such laws and regulations.

***Coronavirus and Public Health Emergencies.*** Broader factors such as the COVID-19 pandemic, war and regional conflicts, significant named storm impacts, changing monetary and trade policies and laws and concern regarding regional banks have contributed to both volatility and a decline in all financial markets. The ultimate impact of these factors and the ongoing pressures on



economic and commercial activity across several of the world's largest economies - on global economic conditions, and on the operations, financial condition and performance of any particular industry or business, is impossible to predict, although ongoing and potential additional materially adverse effects, including a further global or regional economic downturn (including a recession) of indeterminate duration and severity, are possible. The extent of these broader factors' impact will depend on many things, including effectiveness of governmental, legislative and financial and monetary policy interventions designed to mitigate and address the negative externalities of various factors, all of which are evolving rapidly and may have unpredictable results. It will continue to be difficult to assess what the longer term impacts of an extended period of unprecedented economic dislocation and disruption will be on future macro- and micro-economic developments, the health of certain industries and businesses, and commercial and consumer behavior.

***Cybersecurity.*** The Investment Adviser, the Clients and its service providers, are subject to operational and information security risks resulting from cyber-attacks, which include, among other behaviors, stealing or corrupting data maintained online or digitally, denial of service attacks on websites, the unauthorized release of confidential information or various other forms of cybersecurity breaches. Cybersecurity attacks affecting the Investment Adviser or its service providers can adversely impact the Clients. For instance, cyber-attacks can interfere with the processing or execution of investor transactions, cause the release of confidential information, including private information about investors, subject the Clients and Pretium to regulatory fines or financial losses, or cause reputational damage.

***Business Continuity and Disaster Recovery.*** Pretium's business operations can be vulnerable to disruption in the case of catastrophic events such as fires, natural disaster, terrorist attacks or other circumstances resulting in property damage, network interruption and/or prolong power outages. Although Pretium has implemented, or expect to implement, measures to manage risks relating to these types of events, there can be no assurances that all contingencies can be planned for. These risks of loss can be substantial and could have a material adverse effect on Pretium and investments therein.

***Financial Institution Risk; Distress Events.*** An investment in a Client is subject to the risk that one of the Client's banks, brokers, hedging counterparties, lenders or other custodians of some or all of the Client's assets (each, a "Financial Institution") fails to perform its obligations or experiences insolvency, closure, receivership or other financial distress or difficulty, similar to that experienced by Silicon Valley Bank and Signature Bank in March 2023 (each, a "Distress Event"). Distress Events can be caused by factors including eroding market sentiment, significant withdrawals, fraud, malfeasance, poor performance or accounting irregularities. In the event a Financial Institution experiences a Distress Event, the Investment Adviser or the Clients may not be able to access deposits, borrowing facilities or other services for an extended period of time or ever. Although assets held by regulated Financial Institutions in the United States frequently are insured up to stated balance amounts by organizations such as the Federal Deposit Insurance Corporation ("FDIC"), in the case of banks, or the Securities Investor Protection Corporation ("SIPC"), in the case of certain broker-dealers, amounts in excess of the relevant insurance are subject to risk of loss, and any non-U.S. Financial Institutions that are not subject to similar regimes pose increased risk of loss. Although the Investment Adviser seeks to do business with custodians that it believes are

creditworthy and capable of fulfilling their respective obligations to the Clients, the Investment Adviser is under no obligation to use a minimum number of custodians with respect to the Clients, or to maintain account balances at or below the relevant insured amounts.

### **Item 9 – Disciplinary Information**

There are no legal or disciplinary events that are material to investors' or prospective investors' evaluation of the Investment Adviser's advisory business or the integrity of the Investment Adviser's management.

## Item 10 – Other Financial Industry Activities and Affiliations

### *Affiliated Service Providers*

The Clients will engage in transactions with Pretium affiliates and/or one or more businesses that are owned or controlled by Pretium directly, including the businesses described below. These businesses will, in certain circumstances, enter into transactions with other counterparties of the Clients, as well as service providers, vendors and investors in the Clients. Pretium could benefit from these transactions and activities through current income and creation of enterprise value in these businesses. Furthermore, Pretium and its affiliates, its Clients and portfolio companies and other related parties will use the services of these Pretium affiliates, including at different rates. Although Pretium believes the services provided by its affiliates are equal or better than those of third parties, Pretium directly benefits from the engagement of these affiliates, and there is therefore an inherent conflict of interest in their use. No fees charged by these service providers will offset or reduce Management Fees, unless otherwise required by the Client's governing agreements. Such affiliated service providers include, without limitation:

*Pretium Advisory Services, LLC and Pretium UK Partners Limited*, which provide advisory services, including, but not limited to project management with respect to the acquisition of portfolio companies, accounting, tax, compliance and legal services to the Clients. Such parties will contract directly with Pretium Advisory Services for such services and costs can be charged to certain Clients as outlined in their Governing Documents.

*Pretium Enterprise Services, LLC and Pretium Enterprise Operations India Pvt. Ltd.*, which provide administrative services including, but not limited to, customer onboarding support and retention, finance, audit, accounting and tax, accounts payable and receivable, information technology, human resources, vendor procurement and management, risk management, operational support, analytics, business transformation services, and marketing to other affiliated service providers and also potentially to the Clients and Pretium affiliates. The costs and expenses of services provided by these entities are inclusive of allocated overhead (which includes costs and expenses associated with office leases, furniture, office services, office electricity and other utilities, employee transportation, employee recruiting, information technology hardware and infrastructure (such as computers, printers, copiers and servers), software, internet services, and information technology subscription services).

*Pretium Securities, LLC* (CRD #321828), a FINRA regulated limited purpose broker-dealer, is entitled to receive fees from the Clients, affiliates or its portfolio companies for providing investment banking and capital markets advisory services and private placement services with respect to securitization transactions collateralized by the assets or loans backed by assets of the funds or the portfolio companies. These individuals are subject to the policies and procedures of Pretium Securities, LLC in addition to Pretium's policies and procedures. In addition, Pretium Securities, LLC could come into the possession of information, including material non-public information, through its securities-related transactional activities that limits a Client's ability to engage in potential transactions. Pretium has established policies and procedures intended to prevent the abuse of material non-public information, which includes procedures for, among other things, the use and maintenance of restricted trading lists.

*Progress Residential Management Services* (“Progress”) will be retained by the Clients or other entities through which investments are held by the Clients to provide bona fide asset management, development, disposition, brokerage or other similar services of the type typically provided by third parties as determined in good faith by the general partner. Property management and brokerage services will be conducted, and other services ancillary to the ownership, management and operation of real property (such as real estate brokerage services) can be conducted, at the local level utilizing the services of Pretium’s real estate platform or another affiliate of the Investment Adviser (as well as local third-party service providers in certain markets), supervised by Pretium regional operating teams. Progress is also expected to generate Multiple Listing Service (“MLS”) leads for the Clients and the Clients will bear as an expense a fee for each MLS lead that results in a closing.

*Selene Finance, LP*, which serves as a residential mortgage special servicing platform for Clients with respect to both non-performing and re-performing loans and will provide title services to such Clients through an affiliate of Selene, as well as insurance brokerage services, title and closing services, and other transaction management, portfolio analytics, and data infrastructure services. In connection with such services, Selene (or other affiliates of Pretium) is expected to receive late fees, payment processing fees and insufficient fund fees from borrowers, and such fees shall not reduce the applicable management fee or otherwise be shared with such funds and other accounts.

These services subject Pretium to potential conflicts of interest, because although it intends to select service providers that it believes are aligned with its operational strategies and that will enhance investment performance, Pretium will generally have an incentive to recommend the related or other person because of its financial or business interest. In most cases, the Clients will not consent, participate in the negotiations or be directly involved in such arrangements. Additionally, there is a possibility that Pretium, because of such incentive or for other reasons (including whether the use of such persons could establish, recognize, strengthen or cultivate relationships that have the potential to provide longer-term benefits to Pretium, the Clients or other investment funds sponsored by Pretium or its affiliates), would favor such retention or continuation even if a better price and/or quality of service provider could be obtained from another person. Pretium will not necessarily seek out the lowest cost options when incurring (or causing the Clients or its investments to incur) such expenses. Although Pretium generally seeks appropriate rates for services, it reserves the right to prioritize prior usage, perceived sector competence or expertise, familiarity, onboarding speed or other factors in retaining or recommending service providers. In certain circumstances where Pretium commits or has committed to seek “market” or “arms-length” rates or terms, Pretium will do so in its sole discretion, seeking rates that it has determined in its sole discretion to be reflective of the range of rates in the applicable or related markets. Pretium undertakes some benchmarking but does not represent that any such benchmarking will be accurate, comparable or relate specifically to the assets or services to which such rates or terms relate. Where such rates or terms include hourly components, Pretium reserves the right to rely on approximations or estimates of time spent for purposes of allocating or charging for services. Any methodology, or choice among methodologies, involves potential conflicts of interest. Whether or not Pretium has a relationship with or receives financial or other benefit from recommending a particular service provider, there can be no assurance that no other service provider is more qualified to provide the applicable services or could provide such services at lesser cost.

Pretium personnel will devote such time as shall be reasonably necessary to conduct the business affairs of each Client in an appropriate manner. However, Pretium personnel will work on the business and operations of affiliated service providers. Therefore, conflicts may arise in the allocation of resources, including due to Pretium's internal policies and compliance with applicable law and regulation. Additionally, Pretium has, and in the future, expects to pursue acquisitions of interests in one or more strategic service providers or vendors which provide services to Pretium, its affiliates and/or the Clients or its investments.

### **Other Relationships**

Certain officers and employees of the Investment Adviser also serve as officers and/or employees of other SEC-registered investment advisers, Pretium Credit Management LLC ("PCM"), and Pretium Residential Credit Management, LLC ("PRCM"), both of which are affiliates of the Investment Adviser. The Investment Adviser, PCM and PRCM have the ability to invest in similar types of assets, it is possible that a conflict of interest in allocating investment opportunities among Clients of the Investment Adviser or clients of PCM or PRCM will arise. The Investment Adviser is committed to fulfilling its fiduciary duty to its clients and will implement appropriate internal controls to address potential conflicts of interest should any arise or become foreseeable with respect to Pretium affiliates, PCM, PRCM and/or their clients.

Affiliates of the Investment Adviser are authorized to conduct marketing activities in other countries: Pretium UK Partners Limited is an Appointed Representative in the United Kingdom. PRCM is a licensed DIFC Representative Office in the United Arab Emirates. Pretium KOR, LLC is an approved Representative Office in Korea. Pretium AUS Pty Limited relies on an exemption to hold an Australian Financial Services license in Australia pursuant to ASIC Corporations Instrument 2023/588.

Certain officers and employees of Pretium also serve as officers and/or employees of Stockwell Ventures, LLC ("Stockwell"), an affiliate of Pretium that is also an SEC-registered investment adviser that seeks to invest in craft distilleries. While Stockwell's clients generally are not expected to invest in assets similar to those in which Clients invest, it is possible that they could have the opportunity to do so in the future, which could present a conflict of interest in allocating investment opportunities among Clients of the Investment Adviser, other Pretium affiliates, and clients of Stockwell. Pretium is committed to fulfilling its fiduciary duty to its Clients and will seek to implement appropriate internal controls to address conflicts of interest in a manner consistent with its fiduciary obligations to its clients.

## **Item 11 – Code of Ethics, Participation or Interests in Client Transactions and Personal Trading**

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

The Investment Adviser has adopted a written Code of Ethics (the “Code”) pursuant to Rule 204A-1 under the Investment Advisers Act of 1940, as amended, which describes the Investment Adviser’s fiduciary duties and responsibilities to its Clients, requires that the Investment Adviser’s employees act in the best interests of Clients, act in good faith and in an ethical manner, avoid conflicts of interest with Clients to the extent reasonably possible, and identify and manage conflicts of interest to the extent that they arise. Pretium’s employees are also required to comply with applicable provisions of the federal securities laws and make prompt reports to the Investment Adviser or other appropriate party of any actual or suspected violations of such laws by Pretium or its employees.

The Code sets forth formal policies and procedures with respect to the personal securities trading activities of employees deemed to be “access persons” (whether or not an employee of the Investment Adviser and includes certain advisors and temporary employees). “Access persons” are persons (i) subject to Pretium’s supervision and control who have access to non-public information regarding Clients’ purchase or sale of securities, (ii) who have access to securities recommendations made to a Client that are non-public, or (iii) who are involved in making securities recommendations to a Client. The Code requires pre-clearance for employee trading in all single issuer names, initial-public offerings and private placements and prohibits personal securities transactions of issuers who have been placed on the Investment Adviser’s restricted list. The Code also requires employees to certify that all relevant securities transactions have been pre-cleared and that relevant personal brokerage accounts have been disclosed on at least a quarterly basis and to provide a summary of securities holdings on at least an annual basis.

The Investment Adviser has also adopted policies and procedures intended to prevent employees from being unduly influenced in their decisions by the receipt of gifts or other inducements from third parties, such as brokers, trading counterparties or vendors. Employees are required to seek approval to give and/or accept certain business gifts and provide political contributions. In addition, the Code sets forth standards for receiving and providing business entertainment, using social media for business purposes and interacting with the government, among other things.

Employees who violate the Code may be subject to remedial actions, including but not limited to, dismissal.

Investors can review a copy of the Code by contacting the Investment Adviser at the address or telephone number listed on the first page of this document.

### **Client Transactions with Affiliates**

As described in Item 5 and Item 10 herein, Investment Adviser affiliates, including Progress Residential Management Services, LLC, Pretium Advisory Services, LLC, Pretium UK Partners Limited, Pretium Enterprise Operations India Pvt. Ltd. and Pretium Enterprise Services, LLC have

been retained by the Clients to provide certain services, including in-house legal, compliance, accounting, asset management, development, disposition, brokerage or other similar services of the type typically provided by third parties as determined in good faith by the general partner. These transactions will be no less favorable to the Clients than would be received in independent, arm's-length transactions, will generally be supported and benchmarked by independent third-party appraisals of the services and, except as expressly contemplated by the Clients' Governing Documents, will generally be subject to the approval of the Client or limited partners advisory committee, where relevant.

In connection with its management of the Clients, Pretium can acquire assets from, and sell or transfer investments to, the general partner and its affiliates. Such transactions (i) will be made on terms (including the consideration to be paid) that are determined by the general partner to be fair and reasonable to the Clients and which are no less favorable than terms that could have been obtained from an unaffiliated third party on an arms' length basis and (ii) will require the consent of the Client or the limited partners advisory committee or a majority in interest of the limited partners (other than affiliates of the general partner) where relevant. In connection with selling investments, the Investment Adviser or its affiliates on behalf of the Clients, effect transactions, including transactions where the Investment Adviser or its affiliates is also acting as a broker or other advisor on the other side of the same transaction. The Investment Adviser or its affiliates can receive commissions from such agency cross-transactions and has a potential conflict of interest regarding the Clients and the other parties to those transactions.

The Clients also can, with the prior consent of such limited partners advisory committee or a majority-in-interest of the limited partners (other than affiliates of the general partner) or the Managed Account or Joint Venture investor, co-invest in investments with affiliates of the general partner or entities advised or managed by affiliates of the general partner. Such transactions will be on terms that are determined by the general partner to be fair and reasonable to the Clients (provided that the economic terms and conditions on which each of the Clients and any such affiliate of the general partner co-invest in an investment will be substantially the same).



## **Item 12 – Brokerage Practices**

Given its real estate strategy, the Investment Adviser trades in public securities on a limited basis and, therefore, does not generally utilize broker-dealers for transactions as contemplated by this section. In the limited circumstances when the Investment Adviser executes a brokerage transaction for the Clients (*e.g.*, trades in public securities or enters into hedging transactions), it will generally consider qualitative factors including, but not limited to, the broker's reliability and execution capabilities for the transaction, the commissions charged by the broker, and the broker's reputation and responsiveness to requests for trade data and other financial information. The Clients does not receive soft dollar benefits.

### **Item 13 – Review of Accounts**

The Investment Adviser performs various daily, weekly, monthly, quarterly and periodic reviews of the Clients' portfolios. Such reviews are conducted in the ordinary course by the members of the Investment Adviser's management team, portfolio managers and analysts, and accounting and compliance personnel. Pretium's investment committee regularly meets to review general portfolio composition, investment opportunities, market conditions, potential conflicts, liquidity and recent investment activities. Following a significant event in the financial industry or market generally, the Investment Adviser can determine to review the assets of the Clients on a more frequent basis. A review of a Client account can also be triggered by any unusual activity or special circumstances.

Within 120 days after the Clients' fiscal year-end, audited financial statements are delivered to each limited partner in the Clients. Investors also receive unaudited performance information for the Clients after each calendar quarter-end, as well as a quarterly report providing additional detail on the Clients' investments. Such reports include the value of such limited partner's interest in the Clients as determined based on the unaudited fair market value of the holdings in the Clients. The Investment Adviser may, from time to time, provide additional information relating to the Clients to one or more investors in connection with a request from a particular investor or as it otherwise deems appropriate.

#### **Item 14 – Client Referrals and Other Compensation**

The Investment Adviser can enter into distribution/placement arrangements with a number of unaffiliated third parties. Typically, third-party solicitors will receive a portion of the management fee and/or performance-based compensation paid to the Clients or its affiliates (although other payment arrangements could exist). If third-party solicitors are engaged, prospective investors who are solicited by such third parties will be informed of (and can be asked to acknowledge in writing their understanding of) any such arrangement. Any placement agent fees paid by the Client will offset management fees paid by the Clients and their underlying investors.

### **Item 15 – Custody**

Although the Investment Adviser does not maintain physical custody of the Clients' assets, the Investment Adviser would be deemed to have custody for purposes of Rule 206(4)-2 under the Advisers Act (the "Custody Rule"). The Investment Adviser delivers audited financial statements prepared in accordance with generally accepted accounting principles to the Clients within 120 days of the Clients' fiscal year end, as required under the Custody Rule.

## **Item 16 – Investment Discretion**

The Investment Adviser maintains the authority to manage the Clients on a discretionary basis, subject to the overall supervision of the general partner, in accordance with the investment guidelines, objectives, limitations, other provisions and terms set forth in the Clients' Governing Documents. This means that the Investment Adviser is given full authority under the Governing Documents to select the timing, size, and identity of assets to buy and sell for the Clients.

## **Item 17 – Voting Client Securities**

The Investment Adviser's investment strategy does not typically involve the acquisition of public securities with voting authority. In the unlikely event that the Clients comes into possession of securities with voting rights, the Investment Adviser will generally have the authority to vote proxies without additional direction from the Clients or the limited partners. In such instances, the Investment Adviser's policy is to vote proxies solely in the interests of the Clients. Generally, the Investment Adviser will vote proxies in line with management. However, under certain circumstances when the Investment Adviser believes that management's proposal is not designed to maximize value for a Client, the Investment Adviser will vote against management. If a proxy vote presents a conflict of interest between the Investment Adviser and the Clients, our procedures require us to seek to ensure that any actions taken are in the best interest of the Client.

Investors can obtain information about Pretium's proxy voting policy and how proxies were voted by contacting [compliance@pretium.com](mailto:compliance@pretium.com).

## **Item 18 – Financial Information**

Pretium is not aware of any financial condition that impairs its ability to meet contractual and fiduciary commitments to its Clients and has not been the subject of a bankruptcy petition at any time during the past ten years.