

## **ITEM 1. COVER PAGE**

**Tricon Capital GP Inc.**  
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Updated: As of March 30, 2018

This Brochure provides information about the qualifications and business practices of Tricon Capital GP Inc. (along with Tricon USA Inc., a relying adviser, “the “Company”; references to “we”, “us”, and “our” in this Brochure are to the Company), a registered investment adviser and a wholly owned subsidiary of Tricon Capital Group Inc, a publicly-traded company on the Toronto Stock Exchange (TSX, Ticker: TCN) (together with its affiliates, including the Company, “Tricon”).

If you have any questions about the contents of this brochure, please contact us at 416-323-2482. The information in this brochure has not been approved or verified by the United States Securities Exchange Commission or by any state securities authority.

**Registration with the SEC does not imply a certain level of skill or training.**

Additional information about the Company is also available on the SEC’s website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **ITEM 2. MATERIAL CHANGES**

The Company is required to update its Brochure annually. This is the Company's annual update to its Brochure as of March 30, 2018.

As part of this annual update, the Company is required to summarize any material changes to our Brochure since our last annual update on March 31, 2017. The material changes that have occurred since the last brochure updates include: (i) changing the definition of the Tricon Capital GP Inc. to the "Company" and adding a separate definition of the Company's parent entity, Tricon Capital Group Inc. together with its affiliates as "Tricon," in order to make it clearer which entities and activities are being referenced. (ii) aligning the Item numbers to the Form ADV General Instructions (iii) providing additional description of the Company's business (iv) providing additional information regarding fees, expenses and compensation, and the associated conflicts, (v) providing additional information on risk factors and conflicts of interest (vi) providing additional description of the Company's Code of Business Conduct and Ethics, and (vii) providing additional disclosures regarding investments and co-investments. We encourage all recipients to read this brochure carefully and in its entirety.

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#### **ITEM 4. ADVISORY BUSINESS**

The Company is a wholly-owned subsidiary of Tricon Capital Group Inc., a publicly-traded company on the Toronto Stock Exchange. The Company is headquartered in Toronto, Canada with an office in San Francisco. As of December 31, 2017, we managed on a discretionary basis USD \$800,194,000 of regulatory assets under management on behalf of our Clients.

The Company's Advisory Business consists of providing discretionary investment advisory services to its Clients, which are private commingled funds that invest in North American land and homebuilding projects. Our private fund investors include plan sponsors, institutions, endowments, foundations and high net worth investors who seek exposure to the residential industry. The Company provides investment advice to the private funds, consistent with any restrictions and objectives outlined in the offering documents for such funds, and not to the underlying investors in each fund.

Since its founding in 1988, the Company has raised 12 private commingled funds (which number excludes parallel funds within in any given fund structure). Our first four funds were focused on the North American market (Canada and the United States), but beginning in January 2000, we began to focus each new fund specifically on either the US or Canadian market. Since this time, we have raised eight private funds (again, excluding parallel funds). In addition, Tricon has entered into a number of project-specific joint venture investments with institutional partners. Our joint venture projects are not considered advisory clients and are outside of our "Advisory Business". Accordingly they are not considered in this brochure.

Separately from the Company's Advisory Business, Tricon Capital Group Inc. is a principal investor, focused on the residential real estate industry in North America. Tricon invests its own capital in four related and complementary investment verticals: (i) Tricon Housing Partners (land and homebuilding assets); (ii) Tricon American Homes (single-family rental homes); (iii) Tricon Lifestyles Communities (manufactured housing communities); and (iv) Tricon Luxury Residences – multi-family rental development and management. The Company's Clients are invested exclusively in land and homebuilding assets.

Our private funds make investments by providing equity or equity-type financing to experienced local or regional developers/builders in Canada and the United States. These development partners or operators acquire, develop, and/or construct primarily residential projects including single-family and multi-family land development, condominium development, homebuilding, multi-family construction, and ancillary commercial development related to a housing project. These projects typically require anywhere from \$10 to \$150 million of equity capital and generally take three to eight years to complete. Since each underlying business plan entails the sale of finished lots or super pads to public or regional homebuilders or homes to consumers, the investments are generally expected to naturally liquidate over time.

The Company generally focuses on the following investment products: (i) land development and housing projects including suburban subdivisions, in-fill housing, condominiums and multi-

family development, and (ii) longer term investments in master planned communities, including active adult communities.

We view land and homebuilding as a three-step process that generally includes (i) rezoning and entitlement activity; (ii) installation of horizontal infrastructure, namely roads and utilities; and (iii) vertical construction of single-family and multi-family dwellings. In order to mitigate risk, our preference is to generally invest in the second and third phase.

We currently manage investments in nine major markets across the United States (Northern and Southern California; Phoenix, Arizona; Southeastern Florida; Atlanta, Georgia; Charlotte, North Carolina; Houston, Austin and Dallas, Texas) and four major markets in Canada (Calgary, Edmonton, Toronto and the Greater Vancouver Area).

## **ITEM 5. FEES AND COMPENSATION**

Our Advisory Business generates three main revenue streams: Management Fees and General Partner Distributions (the latter of which are applicable only to Canadian funds), which are not contingent on the performance of the investment vehicle, and Performance Fees, described below.

### *Management Fees*

Limited partnership interests in our funds are sold by way of private placement to accredited or otherwise eligible investors who become limited partners in the funds. During our funds' investment periods (typically three to four years), limited partners pay, via capital calls, Management Fees ranging typically from 1% to 2% of committed capital per annum depending on the size of their respective investment. Following completion of the investment period, these fees are typically calculated, at the same rates, on the outstanding invested capital. Management Fees decline over time as fund investments are realized. The Management Fees are payable monthly in advance and are collected directly by the Company from the private funds.

### *General Partner Distributions (Canadian Funds Only)*

General Partner Distributions are based on prescribed formulas within a Canadian fund's limited partnership agreement and are not contingent on the performance of the private funds.

### *Performance Fees*

If we achieve prescribed investment returns in the funds, the Company or its affiliates are entitled to earn Performance Fees. Performance Fees are calculated based on prescribed formulas within a fund's contractual terms. These fees are earned following the repayment of investor capital and a predetermined rate of return and as a result are typically paid toward the end of a fund/investment's term. Performance Fees are typically calculated as 20% of net cash flow and are paid after investors' capital has been returned, together with a preferred return on capital of, typically, 9-10%. The Performance Fee formula may also contain a "catch-up" provision that

enables the Company or affiliate to earn a higher percentage of net cash flow as a Performance Fee until the ratio of the investor return (preferred return plus its share of net cash flow) to Performance Fees paid is 80/20.

Given that Performance Fees are only earned once a fund's limited partners have received the return of their committed capital plus a preferred return, our Performance Fees are back-ended and are typically only earned six to eight years after the commencement of a fund and only if the funds achieve their prescribed investment returns.

#### *Other Fees and Expenses*

The private funds pay, and the investors in those funds indirectly bear, all reasonable costs and expenses of the funds' operations including, but not limited to:

- out-of-pocket expenses, including travel, meals and entertainment expenses incurred in connection with the identification, making, holding, sale or proposed sale of any investment, including any expenses associated with proposed investments that are ultimately not made by the funds;
- routine expenses of the funds, including legal, auditing, consulting and financing fees and expenses associated with the funds' financial statements and tax returns, insurance expense and other administrative expenses (including regulatory filings) of the funds;
- engineering, surveying, entitlement, brokerage, market research, title, consulting, appraisal, valuation, property management, development, loan servicing, collateral management,
- the evaluation, inspection and due diligence of or for potential investments;
- the origination, acquisition, ownership, maintenance, servicing, management, operation, use, lease, entitlement, preservation, enhancement, improvement, development, financing, valuation, marketing, or sale or other disposition of any investment;
- litigation-related and indemnification expenses; and
- organizational costs (which may include the types of expenses set forth above) up to a certain dollar amount.

The private funds may earn transaction fees, including commitment fees and asset management/supervision fees, for making investments. These fees will be applied directly to the applicable fund for the benefits of such fund investors.

As noted above in Item 4, our fund investments involve providing equity (or equity-type) financing to land developers and homebuilders. Those development partners will also generally be required to invest a certain portion of the capital needed to undertake the land or homebuilding project. The development partners are responsible for completing the project in question and can, as a result of their services and investment in the project, receive compensation

in the form of development management fees or incentive allocations if the project financial performance exceeds certain hurdles. This compensation is typically paid to the development partner by the underlying project, which is an indirect expense of the funds.

## **ITEM 6. PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

As described above under “Fees and Compensation,” the Company or its affiliates receive performance fees based on the profit distributions to limited partners from the private funds. Such arrangements may create an incentive for the Company to recommend investments which may be riskier or more speculative than those which would be recommended under a different arrangement. In addition, the payment of such performance fees by the funds at varying rates may create an incentive for the Company to disproportionately allocate time, services or functions to funds paying higher performance fees. The Company has sought to mitigate this risk by including claw-back provisions in the distribution structure.

Employees of the Company are paid in accordance with Tricon Capital Group Inc.’s general compensation program. This compensation includes an allocation to certain employees of 50% of the Performance Fees earned by the Company in the year. This share of Performance Fees is allocated among employees of the Company according to the relative contribution each has made to the relevant investment vehicle in question. Tricon Capital Group Inc.’s compensation program also includes elements not directly related to the Company’s Advisory Business, but rather tied more generally to the financial performance of Tricon Capital Group Inc. as a whole.

## **ITEM 7. TYPES OF CLIENTS**

The Company and its affiliates provide discretionary investment advice to pooled investment vehicles organized as limited partnerships. The Company’s minimum investment in its funds is generally \$5,000,000 for institutional investors and \$150,000 for high net worth individuals.

The Company, on behalf of its private funds, has entered into “side letter” agreements with certain investors in specific funds that grant such investors additional rights, and may, without notice to other investors, enter into additional “side letter” or other agreements with other prospective or existing investors. Terms of such side letters include or may include, among other things, greater portfolio transparency, special liquidity rights (in the ordinary course or upon specified events), fee waivers or adjustments, future capacity rights in the funds, membership on the Investor Advisory Committee, reduced minimum subscription amounts, additional rights to reports and other information and other more favorable investment terms than the standard terms that are described in the applicable fund’s offering documents. The granting of preferred terms to certain investors is solely at the discretion of Company, and the funds shall have no obligation to offer such differing or additional rights, terms or conditions to all investors, absent a written agreement to the contrary.

## **ITEM 8. METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

For a more detailed description of the matters discussed in this Item 8, our investors should refer to the Private Placement Memorandum and other offering documents for the fund in which they invest.

### **Method of Analysis, Investment Strategies**

In our underwriting process for our funds' investments, proposed development projects in which investments are to be made generally need to meet certain pre-conditions or criteria before they are considered, including the following:

*Nature of Underlying Real Estate:* Our primary focus is on the residential real estate development industry, specifically residential land development, homebuilding, multi-family (primarily condominium) construction, and retail development done in conjunction with residential projects. Our funds are typically prevented by the terms of their respective limited partnership agreements to invest more than 25% to 30% of the fund's capital in non-residential sectors, and there are also typically investment limits related to geographic concentration and exposure to any one developer.

*Market Opportunity:* We generally only consider development projects in markets with populations of at least one million. Each of the markets in which our active funds invest typically have, in management's judgment, solid underlying real estate fundamentals including strong job and population growth (in the long-term) and rising or stable rental rates, occupancy rates and asset prices. Generally, only markets with what we view to be significant upside potential in the short- to medium-term are considered.

*Investment Size:* We typically seek development projects that require commitments from our funds in the \$10-\$30 million range. We also consider smaller or larger investments that, among other things, solidify a relationship with a key developer, obtain a foothold in a new sector or market, or offer above-target risk-adjusted returns.

*Investment Period:* In respect of any given development project, return of capital is typically sought within two to four years of the initial investment, with complete project build-out expected within three to eight years. Occasionally, we undertake longer-term transactions which have the potential to offer above-target risk-adjusted returns.

*Returns and Underwriting Standards:* Investments are generally made only in development projects that have sufficient margin on cost to absorb reasonable variations in the business plan.

*Calibre of Developers:* In selecting our funds' transactions, the reputation, integrity, experience and competence of the developer (or operating partner) is likely to be a primary determining factor in our underwriting process.



*Financial Commitment of Developer:* Investments are generally made by our funds only in development projects where the local developer has invested its own funds in the project. The developer investment requirement is typically 10% or more of the total required capital above senior debt (if any); however, this amount varies between investments. Guarantees of the developer may also be required; the nature and the extent of the guarantee depend on the perceived risk.

*Construction / Acquisition Financing:* Since acquisition and/or construction financing for a particular development project is often required from third parties, investments are typically conditional upon strong indications from a financial institution that senior lending will be forthcoming. The financial institution and the terms of the senior lending must be acceptable to the Company. It is the responsibility of the developer to obtain acquisition and/or construction financing from a local bank.

*Guarantees:* Our funds may, where circumstances warrant or dictate, provide guarantees to senior lenders; in certain instances, the amount of the guarantee is considered part of the investment facility provided to the developer/borrower and the underwritten returns for the project will be based on the total investment (including the amount of the guarantee).

*Security/Control:* Unless our funds acquire property for their own account or enter into a joint venture with a developer, wherever possible our funds' investment is secured by way of a mortgage on the underlying real estate and/or a pledge of ownership interests in the borrowing entity. We take an active role in monitoring and managing each project our funds invest in, typically through approval rights contained in our contractual agreements.

*Due Diligence:* Investments are subject to extensive due diligence reviews, generally including in-depth developer reference checks, environmental audits, market analysis, site analysis, financial and construction cost analysis and legal review.

*Approval:* All investments must be approved by an internal investment committee. Certain investments must be approved by an investor advisory committee consisting of representatives of the major investors in a fund.

## **Our Monitoring Process**

The Company takes a very hands-on approach to asset management. Key aspects of the Company's asset management process include (i) the use of a dynamic organizational structure in which our professionals, with the support of project-dedicated financial analysts, manage projects through to completion under the guidance of senior management; (ii) a formalized risk advisory and asset tracking program; (iii) the use of specialized investment tracking software; and (iv) a standardized reporting and capital draw process.

Given that land development is a dynamic and constantly evolving process, we have made the conscious decision not to employ separate investment and asset management staff. Instead, with the support of dedicated financial analysts and real estate professionals, the senior professional who sources and underwrites a particular transaction is responsible for monitoring the project and seeing it through to completion. In this way, the knowledge that is accumulated during the

development process is retained and reporting relationships throughout a project's life are maintained, thereby eliminating the potential information loss that can occur when a project is transitioned from one department to another. We believe this process also helps us build strong and long-lasting relationships with our developers.

As a part of our monitoring role, we have a significant amount of input with respect to a development project, whether through contractual rights or, more informally, through our collegial relations with our developer borrowers/partners. For example, for any particular real estate development project, we typically approve or have input with respect to:

- plans and specifications;
- the business plan and project budget;
- the selection and/or replacement of the construction manager, the development manager and the marketing team for the project, and the terms and conditions of their respective employment or engagement contracts;
- the selection and approval of other consultants, professional advisors, contractors and major subcontractors, and the terms and conditions of their employment or engagement;
- the terms and conditions of any financing for the project;
- the terms and conditions on which lots or residential units are to be offered for sale;
- the terms and conditions of any development, financial or other similar agreements to be entered into with governmental authorities;
- the sale of the project;
- any non-arm's length or material arm's length contracts; and
- the timing of the project, both from a marketing and a construction commencement perspective.

In addition, our senior management team communicates with our developers on an ongoing basis and typically visits or tours a project every one or two months. The developers are required to provide us with weekly sales reports, monthly financing reports (typically in conjunction with capital requests) and quarterly project updates which address milestones, budget, planning, sales, finance and construction. When budgets or cash flows are revised, project-dedicated analysts in conjunction with our accounting department update the contribution and distribution schedule in our tracking software so that we have an up-to-date projection of a transaction's current and projected return.

The senior professional who is responsible for a transaction typically sits on the respective project's "monitoring committee" and is involved with the major decisions described above. We believe the active involvement of our knowledgeable and experienced professionals adds value to the development projects, and provides a valuable resource for our developers. The senior professional keeps our senior management team apprised of the project's progress and seeks its guidance related to major decisions at weekly meetings. Each transaction is assessed by senior management and given a risk rating based on its projected return and criteria related to

milestones and other business plan objectives. Oversight for transactions that receive elevated or high risk ratings is increased.

### **Our Disposition Process**

Our funds currently invest in development projects that take three to eight years to complete. However, unlike investments in commercial property for which holding periods and disposition strategies need to be evaluated, residential “for-sale” real estate has a built-in exit strategy as transactions automatically liquidate once the final product of units, houses or lots are sold. While we continuously monitor a project’s sales performance and have input into any pricing changes made from time to time to obtain the appropriate balance between maximizing profits and returns, we do not implement a formal disposition process given the self-liquidating nature of our investments.

### **Risk Factors**

There are certain risks inherent in the Company’s activities and the funds’ investments, including the ones described below. The risks described below may not be the only ones facing the Company. Additional risks not currently known to us or that we currently deem immaterial may also impair our business operations. Investing in the private funds involves substantial risks, including the risk of total loss of capital. Investing in the private funds is only suitable for sophisticated investors who fully understand and are capable of bearing the risks of an investment. There can be no assurance that the funds will be able to achieve their investment objectives or that investors will receive any return of capital.

### ***General Economic Conditions***

The success of the investments our funds make is highly dependent upon conditions in the Canadian and United States real estate markets (and in particular the residential sector) and economic conditions throughout North America that are outside our control and difficult to predict. Factors such as interest rates, housing prices, unemployment rates, availability of credit, inflation rates, oil and other commodity prices, economic uncertainty, changes in laws (including laws relating to taxation), trade barriers, currency exchange rates and controls, and national and international political circumstances (including wars, terrorist acts or security operations) could have a material negative impact on the value of portfolio investments.

Unpredictable or unstable market conditions and adverse economic conditions may result in reduced opportunities to find suitable risk-adjusted investments to deploy capital and make it more difficult for our funds to exit and realize value from their existing real estate investments.

### ***Real Estate Industry Conditions***

The residential real estate development industry is cyclical and is significantly affected by changes in general and local economic and industry conditions, such as consumer confidence, employment levels, availability of financing for homebuyers and interest rates, availability and

terms of senior financing, levels of new and existing homes for sale, demographic trends and housing demand.

The development projects in which we invest also have lengthy project completion timelines. Typically, investments are made in development projects that take three to eight years to complete. These extended timelines present the possibility that markets will deteriorate between the time of our initial investment and the return of capital or project completion which could have an adverse effect on our business, financial condition or results of operation.

Competition from rental properties and resale homes, including homes held for sale by investors and foreclosed homes, may reduce a developer's ability to sell new homes, depress prices and reduce margins for the sale of new homes. Homebuilders are also subject to risks related to the availability of materials and cost overruns. Furthermore, the market value of undeveloped land, buildable lots and housing inventories can fluctuate significantly as a result of changing economic and real estate market conditions. If there are significant adverse changes in economic or real estate market conditions, the developers in whose projects our funds invest may have to sell homes at a loss or hold land in inventory longer than planned. Inventory carrying costs can be significant and can result in losses in a poorly performing project or market.

Rising interest rates, decreased availability of mortgage financing or of certain mortgage programs, higher down payment requirements or increased monthly mortgage costs could adversely affect housing demand and the ability of projects and properties we invest in to sell or resell homes and the price at which they can sell them, which could materially adversely impact the investments made in such projects.

### ***Operational and Credit Risks***

On a strategic and selective basis, our funds provide financing to develop properties. The residential real estate development business involves significant risks that could adversely affect these investments, including: the developer may not be able to complete construction on schedule or within budget, resulting in increased debt service expense and construction costs and delays in selling the properties in which our funds invest; the developer may not be able to obtain, or may experience delays in obtaining, all necessary zoning, land-use, building, occupancy and other governmental permits and authorizations for properties in which our funds invest; the developer may not be able to sell properties in which our funds invest on favorable terms or at all; construction costs, total investment amounts and our fund's share of remaining funding may exceed our estimates and projects may not be completed and delivered as planned.

We rely to a great extent on our developer partners to successfully manage the development projects in which we invest. Investments in partnerships, joint ventures or other entities may involve risks not present were a third party not involved, including the possibility that our development partners or co-venturers might become bankrupt or otherwise fail to fund their share of required capital contributions. Additionally, our partners or co-venturers might at any time have economic or other business interests or goals which are inconsistent with our business interests or goals. In addition, we do not have sole control of certain important decisions relating to these development properties, including decisions relating to: the sale of the development

properties; refinancing; timing and amount of distributions of cash from such development properties; and capital improvements.

### ***Transaction Execution***

Before making residential real estate development investments, including the selection of developers, we conduct extensive due diligence reviews that we deem reasonable and appropriate based on the facts and circumstances applicable to each investment. Our due diligence process includes in-depth reference checks of developers, environmental audits, market analysis, site analysis, financial and construction cost analysis and legal review. When conducting due diligence, we may be required to evaluate important and complex business, financial, tax, accounting, environmental and legal issues. Outside consultants, legal advisors, accountants and investment banks may be involved in the due diligence process in varying degrees depending on the type of investment. Nevertheless, when conducting due diligence and making an assessment regarding an investment, we rely on the resources available to us, including information provided by the developer and, in some circumstances, third-party investigations. The due diligence investigation that we will carry out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. Moreover, such an investigation will not necessarily result in the investment being successful.

### ***Liquidity Risk***

Residential real estate investments generally cannot be sold quickly, particularly if local market conditions are poor. As a result, we may not be able to enter, exit or modify our investments promptly in response to economic or other conditions. This inability to promptly reallocate capital or exit the market in a timely manner could adversely affect investment performance. Additionally, financial difficulties of other property owners resulting in distressed sales could depress real estate values in the markets in which we operate in times of illiquidity. These restrictions could reduce our ability to respond to changes in the performance of our funds and could adversely affect our financial condition and results of operations.

### ***Environmental Risk***

The development properties and developers in which our funds invest are subject to various Canadian and United States federal, provincial, state and municipal laws relating to environmental matters. These laws could hold the developers or property owners liable for the costs of removal and remediation of certain hazardous substances or wastes released or deposited on or in our development properties or disposed of at other locations. The failure to remove or remediate such substances, if any, could adversely affect the developer's ability to sell the development properties or to borrow using real estate as collateral, and could potentially result in claims or other proceedings against the developer. Environmental laws and regulations can change rapidly and the developers may become subject to more stringent environmental laws and regulations in the future. Compliance with more stringent environmental laws and regulations

could have an adverse effect on a developer or a particular development project, which, in turn, could have an adverse effect on our investments in such projects.

### ***Cybersecurity Risk***

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

## **ITEM 9. DISCIPLINARY INFORMATION**

Tricon and its employees have not been involved in any legal or disciplinary events that would be material to a client's evaluation of the Company or its personnel.

## **ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

As noted in Item 4, the Company is a wholly-owned subsidiary of Tricon Capital Group Inc. Please refer to Item 4 for a discussion of Tricon Capital Group Inc.'s businesses, which include the Advisory Business of the Company.

Tricon USA Inc., an indirect subsidiary of Tricon Capital Group Inc. and a relying investment adviser to the Company, serves as manager to certain of the private funds: Tri Continental Capital VII LP, Tricon Housing Partners US LP, Tricon Housing Partners US II A LP, Tricon Housing Partners US II B LP, and Tricon Housing Partners US II B-2 LP. Principal officers of the Company are also principal officers of the general partners of the funds and of Tricon USA. Tricon USA has been retained by the funds to be responsible for the management of funds' assets.

Tricon Capital Group Inc. indirectly holds a majority interest in The Johnson Companies LP, a Houston-based development manager of master-planned communities in the United States.

Although none of our Clients has invested in a project managed by Johnson, Tricon has a number of joint-venture and individual investments in Johnson projects.

The Company and its employees do not have any other financial industry activities or affiliations.

#### **ITEM 11. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

The Company has adopted a written Code of Business Conduct and Ethics (the “Code”) that is applicable to all employees. The Code requires all employees to abide by all applicable regulations and provides strict guidance on insider trading, and includes compliance with applicable securities laws and other legal requirements, as well as recognition of the fiduciary relationship of the Company to the funds it manages. If any Company personnel become aware of any violation of the Code, he or she must report such violation to the Chief Compliance Officer (the “CCO”).

A copy of the Code is available upon request. Requests for copies of the Code should be directed to the CCO at the address or telephone number shown on the cover page of this brochure.

The Company has adopted a personal securities transactions policy that addresses personal trading by “Access Persons”. The Company’s Access Person must have written pre-clearance from the CCO for all transactions before transacting in the following securities:

- (i) IPOs
- (ii) Private Placements
- (iii) Securities of entities that are primarily focused on any of the same sectors in which Tricon invests. Those sectors are: (1) land development and/or homebuilding; (2) single-family rental ownership/operation; (3) manufactured housing communities; (4) multifamily apartment development/operation
- (iv) Securities issued by Tricon Capital Group Inc.

#### *Co-Investments*

The Company or its affiliates and principals will generally have a material investment in the private funds, either through a related entity, the general partner or as a limited partner. The foregoing relationships, fees and any other actual or potential conflicts are disclosed in each fund’s governing documents

Certain investments may exceed or fall outside the investment limitations contained in a fund’s governing documents. In such instances, the Company may, after taking into consideration the relevant provisions of the fund’s governing documents, form one or more co-investment vehicles

specifically to take up such excess or prohibited opportunity. In such cases, the Company may offer one or more persons (including, but not limited to, investors in the relevant fund, or the Company or its affiliates, in accordance with procedures set out in the governing documents of the fund) the opportunity to participate in such co-investment vehicles. In all cases, allocation of co-investment opportunities will be subject to the provisions of the governing documents of the relevant fund. The CCO and fund Investment Committee will review all instances in which part of a fund's investment opportunity is to be offered to the co-investors. In conducting such a review, the CCO will consider actual and apparent conflicts of interest, and will ensure that the Company is acting in good faith in accordance with all applicable representations to Clients and investors.

## **ITEM 12. BROKERAGE PRACTICES**

Neither the Company nor its affiliates are involved in the purchase of securities other than the temporary investment of excess cash, and therefore has no active relationships with securities brokers-dealers. As the Company is not actively involved in the investment in traded securities, it does not provide research, have any soft dollar practices and otherwise has no active referral or other relationships with broker-dealers.

The Company currently manages a number of investment vehicles that are fully invested. The Company typically has only one private fund that is making active investments at any given time, so there is generally not an opportunity to allocate investment opportunities among the private funds. To the extent that more than one fund is active at the same time and an investment opportunity is suitable for multiple active funds, the Investment Committee will seek to allocate the opportunity in a manner that is fair to all Clients and is in accordance with the governing documents of the funds.

### *Principal or Cross Transactions*

The Company generally does not cause the funds to engage in any principal or cross transactions. In the event that it does so, the Company will first consider and determine that the transaction is in the best interests of both participating funds and consistent with their governing documents. The Company will also obtain consent from the affected funds' investor advisory committees or limited partners prior to engaging in any such principal or cross transactions, to the extent deemed necessary or appropriate.

## **ITEM 13. REVIEW OF ACCOUNTS**

The funds' Investment Committee meets as required to review all prospective investments and material events regarding existing investments. In addition, the Company's Valuation Committee approves the valuation of each of the funds' investments on a quarterly basis. Furthermore, the Company's investment team meets weekly to discuss active investments; and once every three weeks, the investment team and accounting team members also meet to discuss active investments. This continuous monitoring, under the purview of the Company's Chief Financial Officer, Chief Compliance Officer, and Chief Executive Officer, of all fund investments on an ongoing basis is intended to ensure, in part, that all investor accounts are in compliance with the applicable governing documents.



Investors in active funds are provided with written quarterly management reports and financial statements on-line and certain investors may receive additional reporting upon request. Annual audited financial statements are provided within 120 days following the end of the fiscal year.

#### **ITEM 14. CLIENT REFERRALS AND OTHER COMPENSATION**

The Company does not pay a portion of its advisory fees to any investment adviser or any other person in connection with the referral of clients. However, during the fundraising process for a new fund, the Company or one of its affiliates may enter into an agreement with a placement agent for new investors brought into the fund.

#### **ITEM 15. CUSTODY**

The Company, as manager of a fund, has custody of the cash and securities, if any, in such fund for limited periods. Accounts over which the Company has such a relationship are audited on an annual basis. Audited financial statements are provided to the limited partners within 120 days of the end of the fiscal year.

#### **ITEM 16. INVESTMENT DISCRETION**

The Company has investment discretion for all funds within the parameters outlined in each fund's governing documents. Any investments falling outside such agreement must be presented to the fund's investor advisory committee for approval.

#### **ITEM 17. VOTING CLIENT SECURITIES**

Not applicable.

#### **ITEM 18. FINANCIAL INFORMATION**

The Company has been and expects to continue to be solvent. On occasion temporary cash timing constraints are encountered which require the support of its parent company, Tricon Capital Group Inc. If any event occurs which impairs the Company's ability to meet its obligations, then we will promptly notify our investors.