

## Form ADV Part 2A - August 24, 2016

### Item 1 - Cover Page



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This brochure provides information about the qualifications and business practices of Exeter Property Group, LLC and its advisory affiliates described herein. If you have any questions about the contents of this brochure, please contact Barry Breen, Chief Compliance Officer, at (614) 678-7195 or [compliance@exeterpg.com](mailto:compliance@exeterpg.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

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

Exeter is a registered investment adviser. Registration as a registered investment adviser does not imply that Exeter or any of the principals or employees of Exeter possess any level of skill or training in investment management advisory or any other business.

This brochure was compiled to satisfy a regulatory requirement and is not an attempt to advertise.



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### Item 2 – Material Changes

Exeter has made a number of changes, in both form and substance, throughout this Brochure since its last annual update dated March 30, 2016, and we would like to specifically note the following:

- Exeter has moved its principal office to 101 West Elm Street, Suite 600, Conshohocken, Pennsylvania 19428;
- as indicated on the Cover Page (Item 1), Barry Breen has been appointed to the position of Chief Compliance Officer of Exeter Property Group and its affiliated entities;
- we have determined that several of our clients do not constitute private funds and we have made corresponding amendments to the Form ADV Part 1 and Part 2A (see Items 4D and 4I) to reflect this change; and
- Exeter Core Industrial Club Fund II, L.P., a Delaware limited partnership, which is a closed-end private fund, held its initial closing on March 31, 2016.

As a result of these changes, we recommend that you review this Brochure in its entirety.

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## Item 4 - Advisory Business

### A. General

Exeter Property Group LLC, a Delaware limited liability company formed in March 2006 (“**Exeter**” or the “**Adviser**”) has its principal office and place of business in the United States. Exeter is primarily owned and controlled by Edward J. Fitzgerald (Managing Principal and Chief Executive Officer) and Timothy J. Weber (Managing Principal and Chief Financial Officer).

Exeter offers its investment advisory services to private funds and to institutional investors through managed accounts. For the private funds, Exeter generally uses controlled, affiliated entities to serve as the general partner or managing member. In addition, Exeter also has affiliated entities that provide related property management services. These affiliated entities include: Exeter Property Group, L.P., a Delaware limited partnership, Exeter Property Group II, L.P., a Delaware limited partnership, Exeter Property Group III, L.P., a Delaware limited partnership, Exeter-Core Industrial Venture Management LLC, a Delaware limited liability company, Exeter Core Industrial Club Fund Management II, LLC, a Delaware limited liability company, Exeter Big Box Asset Manager, LLC, a Delaware limited liability company (“**EBBAM**”), Exeter Big Box Property Manager, LLC, a Delaware limited liability company (“**EBBPM**”), Exeter Property Group Advisors, L.P., a Delaware limited partnership (“**EPGA**”), Exeter US Advisor LLC, a Delaware limited liability company, Exeter UK Advisor, LLP, a U.K. limited liability partnership, and Exeter GER Advisor GMBH, a German limited liability company. References to the Adviser in this brochure include, as the context requires, affiliates through which the Adviser provides investment advisory services or that act in any capacity referenced herein.

Exeter, whose senior management team averages over 23 years of real estate experience, is an alternative asset manager that acquires, manages, operates, monitors and disposes of real estate assets principally located in North America and Western Europe with a focus on industrial properties (big box warehouse, last mile, light industrial), flex/office properties and multi-family properties. In addition, Exeter is vertically integrated to acquire, develop, redevelop, reposition, operate, lease, manage and sell these real estate assets. We typically target opportunities with vacancy or lease rollover risk, properties that require repositioning and redevelopment, and complex transactions. From time to time, we may also acquire land for speculative and build-to-suit development. In limited circumstances, and in connection with certain investments, we

employ limited hedging techniques designed to reduce the risks of adverse movements in interest rates and currency exchange rates, and we may employ leverage in connection with investment activities on behalf of each Client.

## **B. Principal Owners**

Exeter's investment advisory decisions are made by Messrs. Fitzgerald and Weber in consultation with Exeter's Investment Committee, which committee consists of Mr. Fitzgerald, Mr. Weber, a senior principal of Exeter and principals/regional investment officers/asset managers. Messrs. Fitzgerald and Weber each own more than twenty-five percent (25%) of Exeter. All other individuals own less than twenty-five (25%) percent. We are providing biographical information about Messrs. Fitzgerald and Weber in Item 4 in lieu of a Part 2B Brochure Supplement.

*Edward (Ward) J. Fitzgerald, 52, Managing Principal, Chief Executive Officer.* Mr. Fitzgerald has 25 years of commercial real estate experience. At Exeter, Mr. Fitzgerald is responsible for providing strategic direction, evaluating investment decisions and utilizing relationships to source transactions. Prior to Exeter, Mr. Fitzgerald worked for Liberty Property Trust from 1993 to mid-2006, where he attained the position of Senior Vice President and Northeast Regional Director. During his tenure as Regional Director, Mr. Fitzgerald oversaw all aspects of acquisitions, asset management, development, leasing and property management. Prior to Liberty, Mr. Fitzgerald worked in the Real Estate Consultancy group at Coopers & Lybrand from 1989 to 1992 with a focus on Resolution Trust Corporation (RTC) workouts and bankruptcy and creditor committee representation. Mr. Fitzgerald graduated from the University of Notre Dame with a BA degree in Business Administration and earned an MBA from Harvard Business School.

*Timothy J. Weber, 62, Managing Principal, Chief Financial Officer.* Mr. Weber has 30 years of real estate experience. At Exeter, Mr. Weber is responsible for managing accounting, financial reporting, budgeting, legal, operations and asset financings. Prior to Exeter, Mr. Weber worked for Terramics Property Company, where, as Partner and Chief Operating Officer, he oversaw all leasing, property management and certain accounting, real estate budgeting, tax preparation and asset financings. In 1997, Prentiss Properties (NYSE: PP) purchased Terramics, and Mr. Weber became Vice President of Operations of the Northeast Region, responsible for overseeing asset management. This role included all of the corporate financial reporting, asset budgeting of the Northeast portfolio and financial analysis on new investments for the region. In 2001, the Northeast Region of Prentiss was purchased by Brandywine Realty Trust (NYSE: BDN), and Mr. Weber and his partners reformed Terramics Property Company, where he remained until joining Exeter. Mr. Weber started his career with Price Waterhouse, where he earned his CPA. He graduated with a BA degree in Economics from Muhlenberg College.

## **C. Clients**

Exeter offers its investment management services to private funds and to institutional investors and high net worth clients that often invest through pooled real estate investment vehicles, including, private investment funds, real estate investment trusts, parallel partnerships, co-investment funds (each, a "**Fund**"), or separate accounts (each, an "**Account**"). For purposes of this Brochure the term "**Clients**" shall collectively refer to each Fund and each Account. Given

the nature of the types of investments in which Exeter's clients invest, these clients often own the assets indirectly through special purpose vehicle(s) which may include real estate investment trusts ("**REITS**").

Investors and prospective investors should refer to the relevant confidential private placement memorandum, limited partnership agreement, investment management agreement and other governing documents (the "**Governing Documents**") for complete information on the investment objectives, policies and restrictions of a relevant Fund or Account. The terms of the Governing Documents may differ from Client to Client and investors may impose additional restrictions on certain types of investments by a Client for tax, regulatory, or other reasons. The Clients' investment strategies are described in more detail under Item 8 herein.

#### **D. Private Funds**

The following is a list of the closed-end real estate funds in which either Exeter has been appointed as the investment manager or an affiliate of Exeter serves as the general partner, director or managing member:

- Exeter-Core Industrial Venture Fund, L.P., a Delaware limited partnership ("**Core Fund**");
- Exeter Core Industrial Club Fund II, L.P., a Delaware limited partnership ("**Core Fund II**");
- Exeter Industrial Value Fund, L.P., a Delaware limited partnership ("**EIVF I**");
- Exeter Industrial Value Fund II, L.P., a Delaware limited partnership ("**EIVF II**"); and
- Exeter Industrial Value Fund III, L.P., a Delaware limited partnership ("**EIVF III**").

Collectively, Core Fund and Core Fund II shall be referred to herein as the "**Core Funds**"; and collectively EIVF I, EIVF II and EIVF III shall be referred to herein as the "**EIVF Funds**".

Core Fund II and EIVF III are private funds in which Exeter currently provides discretionary investment management services to and will continue to do so during each Client's investment period.

On or around December 15, 2015, EIVF I, EIVF II and the Core Fund entered into a purchase and sale agreement whereby EIVF I and EIVF II each transferred a substantial portion of their assets to a third-party buyer (which consisted of two institutional investors), and the Core Fund sold its ownership shares in certain underlying REITS to the same buyer (collectively, the "**Sale**"). As part of the Sale, affiliates of Exeter were retained to continue to provide asset and property management related services to the buyer (EBBAM and EBBPM), and certain affiliates of Exeter also contributed capital in order to align their interests more closely with those of the third-party buyer. The Advisory Committees of EIVF I, EIVF II and the limited partners of Core Fund were

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advised and consented to Exeter's, and its principals, continued involvement with the purchaser following the Sale. The assets sold were structured such that ten separate entities would own certain assets and each of these entities are owned by the institutional investors and the Exeter affiliated entity in the same proportion. For the purposes herein, these ten entities are collectively defined as the **"Big Box Entities"**.

We previously designated the Big Box Entities as private funds in our Form ADV Parts 1 and 2A (filed on March 30, 2016) however we believe that these entities are exempt from the registration requirements of the Investment Company Act of 1940, as amended (the **"ICA"**), pursuant to Section 3(c)(5)(C) and, as such, are not considered to be 'private fund(s)' (as that term is defined by the SEC) and the assets of which do not constitute 'securities portfolios'. As a result of this determination, we have correspondingly amended our disclosure on regulatory assets under management (**"RAUM"**) (See Item 4I below) to reflect the fact that the value of the assets attributable to these Accounts are not included in RAUM. However, we continue to treat these Accounts as our Clients under the applicable provisions of the Investment Advisers Act of 1940, as amended.

In addition to the types of Clients highlighted above, Exeter and its affiliates provide investment advisory services to Clients whose principal place of business is located outside of the United States. An affiliated entity of Exeter has been appointed to act as:

- a sub-adviser to Exeter Property Investment Fund 1, a sub-fund of Exeter Property Investment Funds Company plc, an Irish umbrella investment company with variable capital (**"EPIF"**) (EPIF is registered as a qualified institutional alternative investment fund and Davy Investment Fund Services has been appointed as the alternative investment fund manager (**"AIFM"**));
- Exeter Investment Partnership S.C.SP., which is a limited partnership formed under the laws of the Grand Duchy of Luxembourg (**"EIP"**) (EGIP GP S.à. r.l, an affiliate of Exeter, acts as the general partner to EIP).

### E. Separate Account Services

In addition to advising the Funds listed above, Exeter, or its affiliates, also provides investment management services to institutional investors through investment management agreements, joint ventures or structured vehicles, including the Big Box Entities. These Accounts often invest in similar strategies as one or more of the Funds however they are often subject to different guidelines, restrictions, minimum commitments and fees.

### F. Property Management Services

EPGA provides property management services to certain Clients such services generally include leasing, property management, maintenance, construction management, property-related legal, and similar services. In addition, EBBPM provides similar property management services to the Big Box Entities. EPGA and EBBPM shall collectively be referred to herein as the **"Property Manager"**. If the Property Manager is appointed to manage a property located in areas that fall



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outside of its regional areas of expertise, the Property Manager often outsources certain services to independent third-parties who provide these services subject to the oversight of the Property Manager.

### G. Additional Services

In addition to asset management and property management services, Exeter also provides a range of back-office services which generally includes accounting, financial reporting and support services. These broad categories of services often include some or all of the following: (i) maintaining the books and records of each Client; (ii) preparing and reporting financial information to each Client and, if that Client is a Fund, then to each of its underlying investors; (iii) coordinating the audits with an independent public accounting firm; (iv) preparing, in consultation with an independent public accounting firm, required tax filings and disclosures; (v) selecting, evaluating and monitoring the services of independent administrators and depositaries for certain Clients; (vi) authorizing or executing the movement of capital; (vii) negotiating and managing credit facilities; and (viii) processing distributions as well as executing, to the extent necessary, derivative contracts designed to hedge exposure to interest rates.

### H. Wrap Fee Program

Exeter does not participate in any wrap fee programs.

### I. Regulatory Assets Under Management

Our previously filed Form ADV Part 2A (filed on March 30, 2016), stated that as of December 31, 2015, Exeter's RAUM was approximately \$6,300,021,286.

However, following the change described in Item 4D above, we are amending that disclosure to state that as of December 31, 2015, Exeter managed approximately \$3,340,247,010 in RAUM attributable to private funds. Of that number, \$1,774,034,439 consisted of discretionary RAUM and \$1,566,212,571 consisted of non-discretionary RAUM. In addition to that RAUM, Exeter continues to advise the Big Box Entities whose value of the real estate assets, in the aggregate, represents approximately \$3,178,731,909 in non-discretionary assets that we manage.

## Item 5 - Fees and Compensation

### A. Management Fee

For its investment advisory services, Exeter or its affiliates generally receive one or more of the following types of fees:

- a management fee generally based on the amount of committed equity, the amount of equity invested or a blend of these fee structures (for managed

accounts, Exeter generally negotiates a management fee specific to that Client); and/or

- a performance allocation that is generally calculated as a specified percent of the return that exceeds the preferred return identified in the relevant Governing Documents.

All investors and prospective investors should review the Governing Documents of the relevant Fund in conjunction with this brochure for complete information on the fees and compensation or expenses related to a particular Fund and the information contained herein is subject in its entirety to the information provided in the relevant Governing Documents. Different Funds may be subject to different management fees and performance-based compensation arrangements and fees may differ among investors in the same Fund.

## **B. Property Management and Related Services**

In connection with an investment, each Client may retain the Property Manager or another affiliate of Exeter to perform certain leasing, property management, maintenance, construction management, property-related legal, and similar services, and any agreements between a Fund and such affiliates shall contain terms and conditions, including fee terms, that are generally available in arm's-length transactions with qualified independent third party providers of comparable services.

## **C. Additional Fees and Expenses**

The Governing Documents of each Client provides a description of any additional fees and expenses for which investors may be responsible in addition to the management fees and any performance-based allocations or fees. Generally, and subject to any caps or offsets of Exeter's management fee, each investor will be responsible for all costs and expenses relating to the organization of such Client and of maintaining the operations of such investment vehicle and the investments paid by or on behalf of such Client. Such fees and expenses may include legal, accounting and tax expenses, travel expenses, fees for outside services, the cost of annual audits, custodial fees, insurance and litigation expenses, and taxes, fees and other governmental charges. If an alternative investment vehicle participates in an investment or would have participated in an unconsummated investment with a Fund, any such expenses or costs attributable thereto shall be shared in proportion to the investments each of them has or would have made therein.

Placement agent fees are payable to third-party placement agents, financial consultants and/or finders retained by the relevant Fund's general partner or managing member, and are paid in connection with the sale and offering of the securities of the relevant Fund. Such placement fees are paid out of Exeter's investment management fee.

#### D. Deduction of Fees; Timing and Termination

The manner in which Exeter is paid for its services varies by client and the type of service and is documented in the Governing Documents.

The Clients have the right to terminate Exeter's advisory services in accordance with the terms of the Governing Documents.

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

#### A. Performance-Based Fee

As stated above in Item 5, Exeter manages accounts that include performance-based fee structures ("**Carried Interest**"). Performance-based fee structures are generally used in the Funds as well as certain of the Accounts. In a typical Fund structure, an affiliate of Exeter would participate in a portfolio's return once the investor receives a total return of a fixed percentage, which is usually based on an internal rate of return. Exeter structures the performance-based fee arrangements in accordance with Section 205(a)(1) of the Advisers Act and the available exemptions thereunder.

#### B. Side-by-Side/Co-Investment

In addition, many of the Clients may invest side-by-side with (a) a specific investor which can provide investment opportunities, operating capabilities or other strategic or competitive opportunities or advantages to the Client; or (b) an independent third-party to facilitate the making of investments. A Fund may enter into these investment opportunities without providing co-investment opportunities to any of the investors.

In certain instances, we will structure co-investment opportunities that also result in side-by-side management with the Funds. Generally, these situations arise where the General Partner determines that the Fund, due to the size or risk of an Investment, is either prohibited by the Partnership Agreement from acquiring such Investment or it is not in the Fund's best interests to acquire the entire investment. The General Partner has the sole discretion to offer to certain Limited Partners the option of participating in a co-investment opportunity alongside the Fund. As between the General Partner and the participating Limited Partners, the terms of any co-investment opportunity will be agreed to at the time of each co-investment and will be as favorable to the participating Limited Partners as are the terms of the Fund. Eligible Limited Partners are under no obligation to make any co-investments.

Performance based fees, in the form of the General Partner's Carried Interest, are intended to provide incentive to Exeter and/or the General Partner to invest in, manage and dispose of properties in a diligent and prudent manner. Performance based fee arrangements may create an incentive for Exeter to recommend investments which may be riskier or more speculative than

those which would be recommended under a different fee arrangement. We have implemented policies and procedures designed to ensure that we act in the best interests of the Clients. This includes policies and procedures intended to prevent this conflict from influencing the selection and allocation of investment opportunities among our funds and the management of portfolio properties once selected. Exeter believes, however, that its long term commitment to the business, combined with ongoing reviews by each Fund's investment Committee and Advisory Board, result in investment decisions made in the best interests of the Client and not Exeter or its affiliates.

## **Item 7 - Types of Clients**

### **A. Types of Clients**

As described in Item 3, Exeter provides investment supervisory services to Funds and Accounts. Exeter generally provides its services and markets its Funds to a limited number of institutional investors and high-net worth investors capable of understanding the risks inherent in the investments made by the relevant investment product. Exeter's investors consist of sovereign wealth funds, family offices, non-US Pension plans, US pension plans, endowments, foundations, high-net worth individuals and other institutional clients. Interests in the Funds are offered only to those investors who qualify as (i) 'accredited investors', as defined in Regulation D promulgated under the U.S. Securities Act of 1933, as amended; and (ii) 'qualified purchasers' within the meaning of Section 2(a)(51)(A) of the ICA.

### **B. Minimum Investment Requirements**

Exeter imposes investment minimums for its Funds which may differ depending on, among other things, the targeted capital raise and the types of investors investing in the Fund. Each relevant Governing Document sets forth the applicable minimum investment requirement. Managed account clients are generally required to invest at least 250,000,000, although Exeter has discretion to accept a lower investment amount.

### **C. Important Notice**

This Brochure may be provided to prospective investors, together with the Governing Documents of a relevant Fund, in connection with such investor's consideration of an investment in that Fund. While this Brochure may include information about the Funds, it does not represent a complete discussion of the features, risks or conflicts associated with those Funds. More complete information about the relevant Fund is included in such Fund's Governing Documents.

**Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss****A. Methods of Analysis and Investment Strategies**

Exeter and its affiliates provide a variety of investment management services to each Client, including sourcing, underwriting, negotiating, financing and asset management. Various methods of analysis are employed throughout the life of an investment.

*Underwriting* - Once a potential investment has been identified, an acquisitions team comprised of the responsible regional investment officer, the head of acquisitions, and a finance/acquisitions associate commences the underwriting process. The underwriting process begins with a financial analysis, an evaluation of the property's physical attributes and a credit analysis of the underlying tenants. When conducting the financial analysis, we often focus on lease up timeframe, rental rates, capital improvements and reserves, construction, cost overrun, project delay, financing alternatives and exit value. Any potential transaction is further evaluated on its physical attributes, including location, accessibility, age and condition of building, and leaseability. In addition, Exeter interviews existing tenants during due diligence to procure intelligence on the tenants' use of the space and future intentions.

*Investment Committee Approval* - Upon completion of the underwriting process, all proposed transactions are documented in an investment committee memorandum ("ICM") which is then reviewed by the Investment Committee. The Investment Committee reviews the analysis and the recommendations of the acquisitions team and elects whether to pursue the investment. Each investment decision requires a simple majority approval to recommend an investment opportunity.

*Final Negotiations and Due Diligence Process* - Upon approval by the Investment Committee, and, if needed, further approval from our non-discretionary Clients, Exeter negotiates the terms of sale with the seller and inspects the property, including the engagement of third party professionals, to understand and refine assumptions about the property, its site, and required capital expenditures. The due diligence process often includes obtaining inspection reports such as a building condition report, Phase I environmental report, survey, title work, building measurement, further tenant interviews and financial statement reviews, and roof inspection. Prior to the end of the due diligence period, the acquisition team prepares and presents a memorandum to the Investment Committee which provides the final project overview, analysis and business plan for the investment, taking into account Exeter's findings during the due diligence process.

*Financing Strategy* - During the due diligence process, Exeter contacts banks and life insurance companies outlining likely financing terms and advises the Investment Committee of any resultant changes to the potential investment's projected returns. Exeter's financing strategy seeks to enhance risk-adjusted investment returns prudently by utilizing leverage. The financing strategy includes staggering debt maturities to manage refinancing risk, utilizing non-recourse debt, flexible and no-penalty partial and full repayment provisions, and financing in modest increments, which also reduces refinance risk. In determining the level and type of debt financing for a

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transaction, Exeter analyzes the following factors: projected cash flows, lease rollover, tenant credit, required capital improvements and leasing costs, appreciation potential, and hold period.

*Asset Management Focused on Value Creation* - After acquiring a property, Exeter's asset management strategy concentrates on tenant care, maintaining strong tenant relationships, and disciplined budgetary controls. Exeter's asset management and construction personnel work alongside tenants during all lease negotiations and eventual fit-out to address a tenant's needs, which often results in higher tenant satisfaction with the finished product. Exeter believes its tenant experience and service-oriented process is a meaningful competitive advantage in the marketplace for attracting tenants and enhancing loyalty to Exeter's properties.

*Exit Strategies* - While each Client has its own stated investment hold period, Exeter continually reevaluates exit strategies and alternatives for each investment as market and demand dynamics change. Some assets may be sold on a single basis, particularly to users and local investors or aggregated portfolios.

*Valuation of Investments* - Exeter records each Client's investments at fair value in accordance with Financial Accounting Standards Board, Accounting Standards Codification 820, Fair Value Measurement, which provides a framework for measuring fair value and establishes minimum required disclosures about fair value measurements. Fair value is defined as the price that would be received to sell an asset or be paid to transfer a liability in an orderly transaction between market participants as at the measurement date (*i.e.*, exit price).

Fair value is generally based on a discounted cash flow analysis, which is a variation of the income approach. The income approach involves discounting projected cash flows of the investment at a rate commensurate with the level of risk associated with those cash flows. The future cash flows and valuation models are provided by Exeter.

In determining fair value, Exeter is required to use valuation techniques that use observable inputs and unobservable inputs. Based upon the observability of the inputs used in the valuation techniques, disclosures are required to provide details regarding the information used to determine fair value. Financial assets and liabilities carried at fair value are classified and disclosed by the level of input defined in one of three categories:

Level 1 - Quoted prices (unadjusted) in active markets for identical investments at the measurement date are used. The types of investments generally included in Level 1 are publicly-traded securities. The quoted prices for Level 1 investments are not adjusted.

Level 2 - Pricing inputs, other than quoted prices included within Level 1, include those that are observable for the investment, either directly or indirectly. Level 2 pricing inputs include quoted prices for similar investments in active markets, quoted prices for identical or similar investments in markets that are not active, inputs other than quoted prices that are observable for the investment, and inputs that are derived principally from or corroborated by observable market data by correlation or other means. The types of investments generally included in Level 2 are restricted securities listed in active markets, corporate bonds and certain loans.

Level 3 - Pricing inputs are unobservable and include situations where there is little, if any, market activity for the investment. The inputs used in determination of fair value require significant judgment and estimation. The types of investments generally included in Level 3 are real estate assets, performing and non-performing loans.

In certain cases, the inputs used to measure fair value for individual financial assets and liabilities may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls will be determined based on the lowest level input that is significant to the fair value measurement in its entirety. Assessing the significance of a particular input to the valuation of an investment in its entirety will require judgment and consider factors specific to the investment. The categorization of an investment within the hierarchy will be based on the pricing transparency of the investment and will not necessarily correspond to the perceived risk of that investment.

The majority of Exeter's Clients' investments, which are primarily real estate investments, are classified as Level 3 investments.

## **B. Risk of Loss**

*Clients and prospective clients should carefully consider, among other factors, the risks described below and further described in the Governing Documents of the relevant Fund or Account. There can be no assurance that any Client will achieve its investment objectives or that such Client will receive any return. The following is a brief description of certain risk factors that, among others, should be considered by Clients and prospective clients.*

### **INVESTMENTS IN REAL ESTATE**

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

### **RISKS RELATING TO INDUSTRIAL PROPERTIES**

Although owners of industrial properties are not generally required to expend substantial amounts for general capital improvements, tenant improvements or reletting costs, various other factors may affect the returns from this type of property in addition to the risks generally applicable to real estate, including, among other things, the design and adaptability of the property and the degree to which it is generally functional for industrial purposes, the proximity to highways and other

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means for the transportation of goods, the number and diversity of tenants among businesses or industries and the cost of converting a previously adapted space to general use. An industrial property may be more likely to have one or only a few tenants, which increases the risk that a decline in their operations or their particular business or industry segments may adversely affect the returns from the property.

Industrial properties typically have short-term leases, which may increase the risk of vacancies. Additionally, a property designed for a particular use or function may be difficult to relet to another tenant or may become functionally obsolete compared to other properties. Particular uses of industrial properties may increase their risk of environmental problems.

In addition, because of unique construction requirements of many industrial properties, many vacant industrial property spaces may not be easily converted to other uses. Thus, if the operations of any industrial property become unprofitable, the liquidation value of that industrial property may be substantially less than would be the case if the industrial property were readily adaptable to other uses.

### **Portfolio Acquisition and Multi-Step Transaction Risks**

An investment may require the acquisition of multiple assets in a single transaction. Portfolio acquisitions are more complex and expensive, however, than single asset acquisitions, and the risk that a multiple asset acquisition will not close may be greater than in a single asset acquisition. A seller may require that a group of assets be purchased as a package, even though one or more of the assets in the portfolio does not meet applicable investment criteria. In such cases, Exeter may attempt to make a joint bid with another buyer that may default on its obligations, or we may purchase, on behalf of the Client, a portfolio of assets with the intent to dispose subsequently of those assets that do not meet its criteria. There is no guarantee, however, that Exeter will successfully dispose of such assets not meeting its investment criteria or that it will be able to dispose of them on terms favorable to the Client.

In the event that the Fund chooses to effect a transaction by means of a multi-step acquisition, there can be no assurance that all of such required steps can be successfully consummated. This could possibly result in the Client owning a significant real estate investment without having working control over the assets or access to its cash flow to service debt incurred in connection with the acquisition and without being able to dispose of such position at prices equal to or greater than its purchase price.

### **CREDIT RISK OF TENANTS**

Exeter may make investments in properties in which tenant leases will generate a significant portion of the properties and/or revenue. As a result, the Clients and their investments are subject to the credit risk of their respective tenants. In particular, local economic conditions and factors affecting the industries in which the Client's tenants operate may affect a tenant's ability to make lease payments. In the event that a Client's tenants default on their leases and fail to make rental payments when due, there could be a significant decrease in such Client's revenues and/or in the re-sale value of the relevant property. This loss of revenues and/or fall in re-sale value could

adversely affect the profitability of a Client's investment and its ability to meet financial obligations. In addition, Exeter may be unable to locate replacement tenants in a timely manner or on comparable or better terms if tenants default on their leases.

**KEY MAN RISK**

The success of Exeter and its Clients is largely dependent on the personal efforts of its principals. In the event that Mr. Fitzgerald or Mr. Weber are no longer able to participate in the management of Exeter or are no longer affiliated with Exeter for any reason, and if no suitable substitutes were identified to replace them, future investments could be adversely affected.

**OPERATING RISKS**

Industrial and flex properties are subject to a number of operating risks, including, among other things: (i) competition from other buildings and properties in the same geographic market; (ii) increases in operating and maintenance costs; (iii) dependence on key tenants; (iv) fluctuating lease and occupancy rates; (v) the financial stability and related risks of default by tenants experiencing financial problems; and (vi) adverse effects of general and local economic conditions. These factors could adversely affect Exeter's ability to generate revenues on behalf of its Clients. Exeter's financial results will depend in part on leasing space in the properties it acquires to tenants on economically favorable terms. A default by a tenant, the failure of a guarantor to fulfill its obligations, or other premature termination of a lease, or a tenant's election not to extend a lease upon its expiration, could have an adverse effect on a Client's income, general financial condition, and ability to pay distributions. Tenants may have the right to terminate their leases upon the occurrence of certain customary events of default and, in other circumstances, may not renew their leases or, because of market conditions, may be able to renew their leases on terms that are less favorable to a Client than the terms of the current leases. If a lease is terminated, Exeter may not be able to lease the property for the rent previously received or sell the property without incurring a loss.

**LIMITED INFORMATION**

Investment analyses and decisions by Exeter may frequently be required to be undertaken on an expedited basis to take advantage of investment opportunities. In such cases, the information available at the time of making an investment decision may be limited, and Exeter may not have access to complete information regarding the investment (such as physical matters, zoning regulations or other local conditions affecting an investment). Therefore, no assurance can be given that Exeter will have knowledge of all circumstances that may adversely affect an investment. In addition, Exeter expects to rely on specialized expert input by various third-party consultants and service providers in connection with its evaluation of proposed investments. However, there can be no assurance that evaluations or reports from third party providers will be accurate or complete. For example, Exeter may receive engineering reports and environmental surveys with respect to its properties. There can be no assurance that the reports will reveal the full extent of repairs required with respect to a property or the costs thereof that the Client will have to bear, or that the environmental reports will reveal the actual presence of biohazardous materials or other contaminants present on the premises of a property that need remediation.

The due diligence performed by Exeter with respect to a prospective investment may not reveal all matters relevant in considering whether to invest in such investment and Exeter may incur unanticipated costs or expenses as a result, which may impact the performance of the investment and adversely affect returns to the Client.

**INCREASED COMPETITION**

Although Exeter believes that each Client will be well-positioned to take advantage of attractive investment opportunities, there can be no assurance that each Client will, in fact, be so positioned. The entry of additional investors into the segments of the real estate market in which a Client will focus, or a decline in the number or size of assets being offered for sale, could significantly alter the anticipated dynamics of demand and supply with potentially adverse consequences for a Client. While Exeter believes that there are currently available attractive investments of the type in which the Client intends to invest, there can be no assurance that such investments will be available when a Client commences operations or that then-available investments will meet the Client's investment criteria. The Client will likely compete for desirable investments with other private investment funds, private and publicly-traded REITs, foreign investors, various types of financial institutions and their affiliates, family groups, and wealthy individuals, some or all of which may have competitive advantages over the Client and greater capital and resources than the Client. These organizations and individuals may invest in promising opportunities before the Client is able to do so, or their competitive offers to invest may drive up prices of prospective investments, thereby limiting suitable investment opportunities and decreasing returns.

**RISKS OF LEVERAGE**

The investments will likely utilize a leveraged capital structure, in which case a third-party typically would be entitled to cash flow generated by such investments prior to a Client receiving a return. Use of borrowed funds to leverage acquisitions involves a high degree of financial risk and can amplify the effect of any increase or decrease in the value of an investment and will increase the exposure of the investments to adverse economic factors, such as fluctuations in interest rates, downturns in the local economy in which investments are located, or deterioration in the condition of the investments. The Client may not have funds sufficient to repay such indebtedness at maturity, and it may be necessary for the Fund to refinance indebtedness through additional debt financings or equity offerings. If the Client is unable to refinance its indebtedness on acceptable terms, then the Client may be forced to dispose of investments upon disadvantageous terms, which could result in losses to the Client and adversely affect the returns and the amount of cash available for distribution to the investors. Further, if a property is mortgaged and a Client is unable to meet mortgage payments, the property could be foreclosed upon by, or otherwise transferred to, the mortgagee with a consequent loss of income and asset value to the Client. Even with respect to non-recourse indebtedness, the lender may have the right to recover deficiencies from the Client in certain circumstances, including fraud and environmental liabilities.

**INTEREST RATE AND HEDGING RISKS**

A Client's performance may be adversely affected by a fluctuation in interest rates if it utilizes variable rate mortgage financing and fails to employ an effective hedging strategy to mitigate such

risks, including engaging in interest rate swaps, caps, collars, floors and other interest rate contracts, and buying and selling interest rate futures and options on such futures. Should the Client elect to borrow at a variable interest rate and to employ such a hedging strategy (and it is under no obligation to do so), the use of these instruments to hedge a portfolio carries certain risks, including the risks that losses on a hedge position will reduce the Client's earnings and funds available for distribution to investors and that such losses may exceed the amount invested in such instruments. Even if used, hedges may not perform their intended purposes of minimizing and offsetting losses on an investment. In addition, to the extent that the Client conducts such activities through a REIT, it will be subject to the limitations on such activities applicable to REITs.

### **USE OF VALUATIONS**

Exeter and its affiliates will estimate the value of each asset annually. Unlike exchange-listed and other readily tradable securities, real estate assets generally cannot be marked to an established market. Instead, an appraisal or valuation is only an estimate of value and is not a precise measure of realizable value. Real estate valuations are subject to numerous assumptions and limitations. Ultimate realization of the market value of a real estate asset depends to a great extent on economic and other conditions beyond the control of the Client, Exeter or Exeter's affiliates. Further, appraised or otherwise determined prices of real estate investments can only be determined by negotiation between a willing buyer and seller. Generally, appraisals will consider the financial aspects of a property, market transactions and the relative yield for an asset measured against alternative investments. Valuations will generally be based on the discounted cash flows of the Client's assets. Valuations of real properties should be considered only estimates of value and not measures of realizable value with respect to such properties. As a result, if a Client were to liquidate a particular real estate investment, the realized value may be more or less than the appraised value or valuation of such asset.

### **UNCERTAIN EXIT STRATEGIES**

Exit strategies which appear to be viable when the Client initiates an investment may be precluded by the time the investment is ready to be realized due to economic, legal, political or other factors.

### **THIRD PARTY CLAIMS**

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

**ENVIRONMENTAL RISKS**

Each Client may be exposed to substantial risk of loss arising from investments involving undisclosed or unknown environmental, health or occupational safety matters, or inadequate reserves, insurance or insurance proceeds for such matters that have been previously identified. Under various U.S. federal, state and local laws, ordinances and regulations, an owner of real property may be liable for the costs of removal or remediation of certain hazardous or toxic substances on or in such property. Such laws may 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. Such liability may also be imposed without regard to whether the owner knew of, or was responsible for, the presence of such hazardous or toxic substances. The cost of any required remediation and the owner's liability therefore as to any property are generally not limited under such laws and could exceed the value of the property and/ or the aggregate assets of the owner. The presence of such substances, or the failure to properly remediate contamination from such substances, may adversely affect the owner's ability to sell the real estate or to borrow funds using such property as collateral, which could have an adverse effect on a Client's return from such investment. Environmental claims with respect to an investment may exceed the value of such investment, and under certain circumstances, subject the other assets of the Fund to such liabilities.

**Litigation**

Investments in real estate are subject to the normal risks of becoming involved in litigation by third parties. Any Client may have potential exposure or loss for its actions, including but not limited to, exposure or loss under the general doctrines of lender liability and equitable subordination. Even if it is successful in defending any such claims the costs of defending the claims could be substantial, and litigation tends to create a negative public image. The expense of defending against claims by third parties and paying any amounts pursuant to settlements or judgments would generally be borne by such Client. If any such liability or claims are incurred, it would reduce assets and the cash flow distributable to our Client could be significantly reduced.

**UNINSURED LOSSES**

Exeter will attempt to maintain insurance coverage against liability to third parties and property damage as is customary for similar businesses. However, there can be no assurance that insurance will be available or sufficient to cover any such risks. Insurance against certain risks (such as earthquakes, floods, or terrorism) may be unavailable, unavailable at reasonable cost, available in amounts that are less than the full market value or replacement cost of investments, or subject to a large deductible. In addition, there can be no assurance that the particular risks which are currently insurable will continue to be insurable at a reasonable cost. If a Client suffers an uninsured loss with respect to a particular property, all or a substantial portion of its investment in the relevant property may be lost.

**CYBER SECURITY BREACHES AND IDENTITY THEFT**

Exeter's technology systems may be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. Although Exeter has implemented various measures to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, Exeter and/or the Client may have to make a significant investment to fix or replace them. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in Exeter's and/or the Client's operations and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to investors (and the beneficial owners of investors). Such a failure could harm Exeter's and/or the Client's reputation, subject any such entity and their respective affiliates to legal claims and otherwise affect their business and financial performance.

**COMPLIANCE WITH THE AMERICANS WITH DISABILITIES ACT AND OTHER CHANGES IN GOVERNMENTAL RULES AND REGULATIONS**

Under the Americans with Disabilities Act of 1990 (the "ADA"), all public properties are required to meet certain U.S. federal requirements related to access and use by disabled persons. In addition, changes in governmental rules and regulations or enforcement policies affecting the use or operation of the properties, including changes to building, fire, and life-safety codes, may occur. Properties acquired by the Client may not be in compliance with the ADA or other governmental requirements. If a property is not in compliance with the ADA or other governmental requirements, then the Client may be required to make modifications to such property to bring it into compliance, or face the possibility of an imposition of fines or an award of damages to private litigants. In either case, the Client may suffer losses, which would reduce amounts available for distributions to investors.

**QUALIFICATION OF REITs OWNED BY THE CLIENTS**

Each Fund or Account generally expects to make substantially all of its investments through one or more REITs. In the event a REIT owned by a Client fails to qualify as a REIT, it would be subject to U.S. federal income tax at regular corporate rates. The requirements for REIT qualification are complex, and may depend upon factors outside of the Client's or Exeter's control. Thus, there can be no assurance that any REITs owned by the Client will meet the requirements for qualification as a REIT. In seeking to comply with the requirements for qualification as a REIT and to minimize taxes payable by it, a REIT owned by the Client may be required to limit or alter its activities, including avoiding acquiring, disposing or operating an investment in a manner that the Client might otherwise prefer absent the U.S. federal income tax rules applicable to REITs. If a REIT owned by the Client was treated as having sold a property held primarily for sale in the ordinary course of business, the REIT would be subject to a 100% U.S. federal income tax on the income derived from the sale. Furthermore, future legislation, regulations, administrative

interpretations or court decisions may change the tax laws (or the application of the tax laws applicable to REITs), which could adversely affect a Fund and its investors.

### **Development Activities**

A Client may invest in undeveloped land and certain development and redevelopment properties. Undeveloped land and development and redevelopment properties may involve more risk than properties on which development has been completed. Undeveloped land and development and redevelopment properties do not initially generate operating revenue, while costs are incurred to develop or redevelop the properties, and may also generate certain expenses including property taxes and insurance. Development activities include the risk that development projects may be abandoned after expending resources, the construction may not be completed within budget or as scheduled, and the projected rental levels or sales prices may not be achieved. Development activities are also subject to risks relating to the inability to obtain, or delays in obtaining, all necessary zoning, land use, building, occupancy, and other required governmental permits and authorizations. Contingencies in development activities beyond the control of the Client could occur.

### **Disclaimer**

The foregoing is not intended to be an exhaustive description of the risks associated with Exeter's investment strategies. For a more detailed disclosure of relevant material information, please refer to the relevant Governing Documents.

### **C. Potential Conflicts of Interest**

From time to time potential and actual conflicts of interest will arise as a result of the overall investment activities of Exeter and its affiliates. The following briefly summarizes some of these conflicts, but is not intended to be an exclusive list of all such conflicts. Exeter and its personnel may in the future engage in further activities which may result in additional conflicts of interest not addressed herein.

If any matter arises that Exeter determines constitutes an actual conflict of interest, Exeter will take such actions as it determines in good faith may be necessary or appropriate to ameliorate the conflict. These actions include, by way of example and without limitation, (i) presenting a material conflict of interest to the Advisory Committee of the respective Fund or to the Client as expressly provided for in the relevant Governing Document; (ii) disposing of the investment or security giving rise to the conflict of interest; (iii) appointing an independent fiduciary to act with respect to the matter giving rise to the conflict of interest; or (vi) implementing certain policies and procedures reasonably designed to ameliorate such conflict of interest. There can be no assurance that Exeter will identify or resolve all conflicts of interest in a manner that is favorable to each Client.

**PERFORMANCE-BASED COMPENSATION**

The existence of the carried interest may create an incentive for Exeter to make more speculative investments on behalf of the Client than it would otherwise make in the absence of such performance-based compensation.

**Other Real Estate Funds**

Exeter reserves the right to raise additional real estate investment funds or vehicles ("**Other Funds**"). The operations and management of such Other Funds will result in the reallocation of Exeter personnel, including reallocation of existing real estate professionals, to such Other Funds. In addition, potential investments that are suitable for the Funds may be directed (in whole or in part) toward such Other Funds.

**TRANSACTIONS WITH AFFILIATES**

The Client (or Exeter on behalf of the Client) may engage one or more affiliates of Exeter (referred to in such capacity as a "**Servicing Party**") to perform certain services for which the Client would otherwise retain third parties, including, without limitation, leasing, property management, maintenance, construction management, and similar services. Historically, Exeter has always engaged its affiliates in markets, where they are able to provide the relevant services. Such Servicing Party will be paid market-based compensation for services performed pursuant to the terms of its engagement, irrespective of the Client's or the investment's performance. It is expected that the Servicing Party will make a profit from the provision of such services. Conflicts of interest may arise with respect to the selection of a Servicing Party as opposed to an unaffiliated third party and the supervision of a Servicing Party. Moreover, affiliates of Exeter will make a profit, which may be substantial in the aggregate, from the operation of the Client's investments irrespective of whether the Client makes a profit or Exeter is entitled to carried interest.

**Overlapping Personnel**

Exeter and its affiliates will devote such time as shall be necessary to conduct the business affairs of the Clients in an appropriate manner. However, Exeter personnel, including certain members of the Investment Committee, will work on other projects and/or other Clients, will serve on other committees and have other responsibilities throughout Exeter, and, therefore, conflicts are expected to arise in the allocation of personnel and such personnel's overlapping time. In this regard, however, a group of real estate professionals will devote a majority of their business time to the activities of the Clients, and any successor or predecessor funds thereto and their related entities.

**Allocation of Investment Opportunities.**

There are circumstances where an amount that would have otherwise been invested by a Fund is instead allocated to co-investors (who may or may not be investors of the Fund or investors of Other Funds), and there is no guarantee for any Fund investor that it will be offered any co-

investment opportunities. The allocation of co-investment opportunities is entirely discretionary on the part of Exeter and it is expected that many investors who may have expressed an interest in co-investment opportunities may not be allocated any co-investment opportunities or may receive a smaller amount of co-investment opportunities than the amount requested. Exeter will take into account various facts and circumstances it deems relevant in allocating co-investment opportunities, including, among others, whether a potential co-investor has expressed an interest in evaluating co-investment opportunities, Exeter's assessment of a potential co-investor's ability to invest an amount of capital that fits the needs of the investment (taking into account the amount of capital needed as well as the maximum number of investors that can realistically participate in the transaction) and Exeter's assessment of a potential co-investor's ability to commit to a co-investment opportunity within the required timeframe of the particular transaction. In particular, Exeter may agree with investors (including third party investors and investors in the Fund) to more favorable rights with respect to co-investment opportunities, and to the extent any such arrangements are entered into, they may result in fewer co-investment opportunities being made available to investors.

***Valuation Matters***

The fair value of all investments will be determined by Exeter in accordance with the terms of the relevant Governing Document. It may be the case that the current value of an investment may not reflect the price at which the investment is ultimately disposed of in the market, and the difference between the current value and the ultimate sales price could be material. The valuation of such investments will be determined by Exeter in accordance with procedures set forth in the applicable Governing Document.

***Side Letters and Agreements***

Exeter and its affiliates have entered into and will continue to enter into "side letters" or other similar agreements with certain investors in connection with their admission to a Fund without the approval of any other investor, which would have the effect of establishing rights under or altering or supplementing the terms of the relevant Governing Documents with respect to such investors in a manner more favorable to such investors than those applicable to other investors in the Fund. Such rights or terms in any such side letter or other similar agreement may include, without limitation, (i) excuse rights applicable to particular investments (which may increase the percentage interest of other investors in, and contribution obligations of other investors with respect to, such investments), (ii) Exeter's agreement to extend certain information rights or additional reporting to such investor, including, without limitation, to accommodate special regulatory or other circumstances of such investor, (iii) waiver or modification of certain confidentiality obligations and/or documentation that might be requested by Exeter for the benefit of lenders or other persons extending credit to or arranging financing for the Fund, (iv) consent of Exeter to certain transfers by such investor or other exercises by Exeter of its discretionary authority under the applicable Fund's Governing Documents for the benefit of such investor, (v) restrictions on, or special rights of such investor with respect to the activities of Exeter, (vi) withdrawal rights (subject to the consent of Exeter) due to legal, regulatory or policy matters, including matters related to political contributions, gifts and other such policies. Any rights or terms so established in a side letter with an investor will govern solely with respect to such investor

(but not any of such investor's assignees or transferees unless so specified in such side letter) and will not require the approval of any other investor notwithstanding any other provision of the applicable Fund's Governing Documents.

**A more detailed description of relevant conflicts of interest can be found in the relevant Governing Document.**

### **Item 9 - Disciplinary Information**

Investment advisers registered with the SEC are required to disclose all material facts regarding any legal or disciplinary events that would be material to an Investor's evaluation of the investment adviser or the integrity of the investment adviser's management.

Neither Exeter nor any of its management personnel are subject to, or have in the past been subject to, any criminal or civil enforcement action in any domestic or foreign court, and neither Exeter nor any of its management personnel have been subject to any administrative proceedings before the SEC or any other state, federal or foreign financial regulatory authority.

### **Item 10 - Other Financial Industry Activities and Affiliations**

Neither Exeter nor any of its management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

As discussed in Item 4, Exeter is affiliated with a number of subsidiaries and affiliates. Exeter does not believe that such relationships create a material conflict of interest to its Clients.

Please see Item 8: Methods of Analysis, Investment Strategies and Risk of Loss and Item 11: Code of Ethics, Participation/Interest in Client Transactions and Personal Trading for a discussion regarding the mitigation of risk and addressing potential conflicts of interest.

### **Item 11 - Code of Ethics, Participation/Interest in Client Transactions and Personal Trading**

#### **A. Code of Ethics**

Exeter has adopted a Code of Ethics ("**Code**") which is designed to ensure that it meets its fiduciary obligations, instills a culture of compliance within Exeter, and detects and prevents violations of securities laws.

The Code is distributed to each employee at the time of hire, annually and when material amendments are made. The Code provides, among other things, (i) requirements related to confidentiality; (ii) limitations on, and reporting of, gifts and entertainment; (iii) pre-clearance of political contributions; (iv) pre-clearance and reporting of employee personal securities transactions; (v) pre-clearance and reporting of employee interests in commercial real estate; (vi)

anti-bribery prohibitions; and (vii) protection of persons who engage in ‘whistle-blowing’ activities from retaliation.

The Code is designed to prevent conflicts of interest between Exeter and its Clients. The Code requires that the personal securities transactions, activities and interests of our employees do not interfere with our making of, and implementing, investment decisions in the best interests of our Clients, while, simultaneously, allowing employees to invest for their own accounts. In addition, the Code requires pre-clearance of certain transactions that will have a direct or indirect impact on the business of our Clients.

Exeter’s Clients or prospective clients may request a copy of the firm’s Code by sending a request to [compliance@exeterpg.com](mailto:compliance@exeterpg.com).

## **B. Co-Investment Opportunities**

Exeter’s affiliates have co-invested in Exeter sponsored Funds, as well as some Accounts structured using special purpose vehicles. All co-investments are generally on terms and conditions comparable to those of the Account or Fund, which we believe helps align Exeter’s interest with the its Clients’ interests. In these instances, Exeter has an indirect interest in the Fund or Account in which it also serves as the investment manager. A conflict of interest may arise in these structures whereby Exeter’s interest (and its affiliates) diverge from those of the investors. Exeter believes that these conflicts are generally mitigated by its fiduciary obligation to act in the best interest of its Clients, as well as through the rigorous allocation process, compliance policies and the investment committee oversight and approval process.

## **C. Principal or Cross Transactions**

Exeter does not generally engage in principal or cross transactions. If Exeter, or its affiliates, were to engage in principal or cross transactions, it would not, without obtaining prior written, informed consent prior to the settlement of such transaction: (i) as principal, sell an asset to, or buy an asset from, any Client; or (ii) cause the client(s) to participate in a cross transaction in which Exeter arranges for a Client to buy an asset from, or sell an asset to, another Client.

## **D. Privacy Policy**

Exeter is committed to maintaining the confidentiality, integrity and security of its Clients’ personal information. It is Exeter’s policy to collect only information necessary or relevant to the management business and use only legitimate means to collect such information. Exeter does not disclose any non-public personal information about our investors or former investors to anyone except for servicing and processing transactions and as required by law. Exeter restricts access to non-public personal information about investors to those employees with a legitimate business need for the information. Exeter maintains security practices – physical and electronic – and procedural safeguards to guard its Clients’ non-public personal information.

Exeter’s Privacy Policy is available to Clients upon request.

**Item 12 - Brokerage Practices**

Exeter does not generally trade in public securities. As such, Exeter does not select or recommend broker/dealers for Client transactions in public securities.

**Item 13 - Review of Accounts**

Exeter reviews Client accounts and financial plans on a regular and frequent basis. On an annual basis, Exeter's relevant Investment Committee reviews its Client's account based on a set of established criteria that are reflected in the Governing Documents as well as other information. This review accounts for performance, objectives, guidelines and other relevant criteria to the types of real estate assets held in the accounts.

Periodic reports are provided to our investors for tax and other purposes. Exeter provides specific capital account statements for a substantial majority of the investors in the Funds on a quarterly basis.

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

Exeter does not receive any economic benefit from any non-client for providing investment advice or services.

From time-to-time, Exeter will enter into placement agent agreements with broker-dealers for the introduction of potential investors in the Funds or assisting in establishing a new REIT. All such arrangements will fully comply with the requirements of Rule 206(4)-3 of the Advisers Act and related SEC staff interpretations.

**Item 15 - Custody**

Exeter is deemed to have custody of its Clients' funds generally because our affiliated entities act as general partners or managing members of the relevant Fund and, under certain circumstances, Exeter has the ability to deduct its fees and expenses directly from designated client custody accounts. Exeter utilizes the services of banking institutions as qualified custodians of the Partnership's assets.

Exeter relies on the "Annual Audit Exception" of the Advisers Act to meet its custody obligations to its investors. Each Fund is subject to an annual audit conducted by an independent accounting firm registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board (PCAOB) and prepared in accordance with generally accepted accounting principles as applied in the United States (U.S. GAAP). For those Clients that are located outside of the United States, the Governing Documents generally require an audit prepared in accordance with International Financial Reporting Standards (IFRS). Thereafter, the audited financial



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statements are distributed to investors within ninety (90) days of the end of the relevant Fund's fiscal year or in accordance with the relevant Governing Documents.

Investors are urged to carefully review the audited financial statements of each relevant Fund or Account.

### **Item 16 - Investment Discretion**

Exeter advises Clients on a discretionary and, in some cases, non-discretionary basis which such authority is set forth in the relevant Governing Documents that define the relationship with each Client. Any limitations on Exeter's investment discretion are set forth in those documents and, generally, varies between Clients. However, the limitations across the various accounts customarily address: (i) the authority to purchase or sell assets; (ii) authority to enter into leases and enter into mortgage financing; (iii) ability to approve capital and tenant improvements; (iv) the ability to hire third parties; and (v) selecting the property type and/or geographic location.

### **Item 17 - Voting Client Securities**

Exeter does not engage in proxy voting on behalf of its Clients.

### **Item 18 - Financial Information**

Not Applicable. Exeter is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to its Clients. In addition, Exeter has not been the subject of a bankruptcy petition at any time during the past ten years.

### **Item 19 - Requirements for State-Registered Advisers**

Exeter is registered with the State of Pennsylvania, in accordance with the Pennsylvania Securities Act of 1972.