

**PART 2A OF FORM ADV**

**FIRM BROCHURE**

Belveron Real Estate Partners, LLC



March 27, 2017

**This Brochure provides information about the qualifications and business practices of Belveron Real Estate Partners, LLC (“Belveron”). If you have any questions about the contents of this Brochure, please contact Paul Odland at (415) 273-6800 or by email at [odland@belveron.com](mailto:odland@belveron.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority, and references in this Brochure to Belveron as a “registered investment adviser” are not intended to imply a certain level of skill or training.**

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

## **ITEM 2 – MATERIAL CHANGES**

This Brochure contains the following material changes since Belveron's first Brochure filed in February 2016:

- Belveron has updated certain portions of this Brochure to reflect the addition of a limited partner advisory committee for certain of its private funds.

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## **ITEM 4 – ADVISORY BUSINESS**

### **A. Description of Advisory Firm**

Belveron Real Estate Partners, LLC is a Delaware limited liability company formed in 2006. Belveron is headquartered in San Francisco, California.

Belveron provides investment advice regarding niche real estate investments, specifically workforce/affordable housing where rents are largely guaranteed by the US government. Belveron provides discretionary investment advisory services to pooled private investment vehicles (the “**Funds**”).

Belveron has also created special purpose entities, typically structured as parallel funds or joint ventures, formed to enable one or more third parties to invest alongside a Fund on either a project-based or programmatic basis (the “**Co-Investment Entities**” and, together with the Funds, the “**Advisory Clients**”). Co-investment opportunities may be offered to investors in the Funds or to outside third parties.

Each Advisory Client is governed by an operating agreement, limited partnership agreement, joint venture agreement or other applicable offering document (the “**Governing Documents**”).

Affiliates of Belveron typically serve as the general partners or managing members of the Advisory Clients (the “**Affiliated General Partners**”).

The principal owner of Belveron is Paul Odland who owns his interest indirectly through a trust.

### **B. Types of Advisory Services**

Belveron offers real estate investment advisory and management services. Belveron’s investment strategy primarily includes pursuing investments in workforce and affordable housing properties, partnerships, and operating companies. The investments are privately negotiated with sellers, which include, but are not limited to, limited partners, general partners, and existing fee simple owners. Additionally, Belveron may partner with developers or other strategic capital sources to make investments. These investments may be structured as a direct investment, joint venture, common or preferred equity or debt. If the investment is a controlling position as opposed to a limited partner acquisition, Belveron typically engages an unaffiliated third party manager or partner to oversee the daily operations at the property level, but maintains control over significant decisions. As detailed below, Belveron also provides property management services with respect to certain investments..

Please see Item 8 for a description of Belveron’s investment strategies and their associated risks.

### **C. Client Objectives and Restrictions**

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

The investment advice Belveron provides to Advisory Clients is determined by the investment objectives, strategies and restrictions set forth in the Governing Documents.

### **D. Wrap-Fee Programs**

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

## **E. Assets Under Management**

As of December 31, 2016, Belveron manages \$398,721,252 of Advisory Client assets on a discretionary basis. Belveron does not currently manage any assets on a non-discretionary basis.

## **ITEM 5 – FEES AND COMPENSATION**

### **A. Advisory Fees and Compensation**

Belveron is generally compensated for its advisory services through a Management Fee (the “**Management Fee**”) and performance-based compensation (“**Carried Interest**”) (as described in Item 6).

The Management Fee payable by the Funds is generally based on a percentage of (i) committed capital or (ii) invested capital, as applicable, and is payable quarterly in advance.

Belveron exempts certain investors in the Funds from payment of all or a portion of Management Fees and/or Carried Interest. In Belveron Partners Fund III, LP and Belveron Partners Fund IV, LP, if an affiliate of the Fund’s general partner makes a cash capital contribution in an amount equal to twenty-five percent (25%) or more of its commitment, the investor shall have the option, with the approval of the general partner, of funding any of its remaining capital contributions, in whole or in part, by means of a promissory note.

### **Additional Compensation**

Belveron also provides property management services with respect to certain investments. In such cases, Belveron charges the relevant Advisory Client(s) commercially reasonable compensation that are competitive with the fees that would otherwise be paid to third parties providing the same services in the same real estate market.

Additionally, Belveron or its affiliates receive a management fee, acquisition fee, and performance-based compensation from a co-investment vehicle in which Belveron Partners Fund III, LP is an investor.

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

*Investors should refer to the Governing Documents for each Advisory Client for a complete understanding of how fees are paid to Belveron or its affiliates. The information contained herein is a summary only and is qualified in its entirety by such documents.*

### **B. Payment of Fees**

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

### **C. Other Advisory Client Fees and Expenses**

The Advisory Clients will typically be responsible for all fees, costs, expenses, liabilities and obligations relating to such Advisory Client’s and/or its subsidiaries’ activities, investments and business (to the extent not borne or reimbursed by a portfolio company), including (i) legal, audit, accounting, and consulting fees,

(ii) expenses and taxes incurred in the distribution, transfer, and recording of documents evidencing ownership of an interest in any asset acquired by the Advisory Clients, (iii) expenses for travel costs incurred in connection with the administration of the Advisory Clients and their interest in their assets; (iv) tax and accounting preparation costs with respect to the tax returns and other reporting requirements of the Affiliated General Partners; and (v) brokerage, financing, property management, construction management, and other fees incurred for services in connection with the acquisition, operation, financing, or disposition of properties owned by the Advisory Clients directly or through another entity.

The Co-Investment Entities bear expenses related to their formation and operation, many of which are similar in nature to those borne by the Funds.

Belveron Partners Fund III, LP incurs fees from an investment vehicle in which it is an investor. These fees include a management fee, acquisition fee, and performance-based compensation.

In the event that a transaction in which a co-investment was planned, including a transaction for which a co-investment was believed necessary in order to consummate such transaction, ultimately is not consummated, all or certain broken deal fees relating to such unconsummated transaction may be borne by the Fund(s) and not by any prospective co-investors that were to have participated in such transaction. However, to the extent that such co-investors have already invested in a Co-Investment Entity or other vehicle in connection with such transaction, such vehicle may bear its share of such broken deal fees.

Please refer to Item 12 of this Brochure for information regarding Belveron's brokerage practices.

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

#### **D. Advance Payment of Fees**

As described in Item 5.A., Management Fees paid by Advisory Clients are typically paid quarterly in advance. To the extent Belveron has received excess Management Fees, it will rebate or refund any such Management Fees to Advisory Clients.

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

#### **E. Access Person Compensation for Sale of Securities**

Not applicable to Belveron.

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

As described in Item 5.B. above, affiliates of Belveron and the Affiliated General Partners receive carried interest (performance-based compensation) with respect to the investments of the Funds (although performance-based compensation may be waived or reduced for certain Investors).

The fact that Belveron and its affiliates may receive performance-based compensation creates a potential conflict of interest in that it may create an incentive for Belveron to make or recommend investments that are riskier or more speculative than in the absence of such performance-based fees. The Funds' accounts

are reviewed by the principals to ensure that the investments of the Funds are in accordance with the offering documents.

## **ITEM 7 – TYPES OF CLIENTS**

Belveron provides investment advisory services to the Funds and to the Co-Investment Entities, each of which is a pooled investment vehicle as described in Item 4, above.

No Advisory Clients are currently open to new investors. The Advisory Clients were open only to investors meeting certain suitability requirements. In addition, the Advisory Clients require a significant minimum capital commitment from each investor, which could, however, be waived by Belveron or the Affiliated General Partners, as applicable. Belveron anticipates the same would be required of any future advisory client.

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

### **A. Investment Strategies and Methods of Analysis**

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

As noted in Item 4, Belveron offers real estate investment advisory and management services. Belveron's investment strategy primarily includes pursuing investments in workforce and affordable housing properties, partnerships, and operating companies. The investments are privately negotiated with sellers, which include, but are not limited to, limited partners, general partners, and existing fee simple owners. Additionally, Belveron may partner with developers or other strategic capital sources to make investments. These investments may be structured as a direct investment, joint venture, common or preferred equity or debt. If the investment is a controlling position as opposed to a limited partner acquisition, Belveron engages an unaffiliated third party manager or partner to oversee the daily operations at the property level, but maintains control over significant decisions.

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

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

### **B. Material Risks of Investment Strategies and Methods of Analysis**

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

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

#### Concentration of Investments

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

#### Control Over Third-Party Projects

Because Belveron causes the Advisory Clients to acquire limited partner interests in existing partnerships, the Advisory Clients face certain related risks. General partners (“GP”s) may oppose outside groups tendering offers to limited partners (“LPs”) in their ventures. The Advisory Clients may underestimate the extent to which a GP is prepared to oppose the acquisition. Additionally, transfers of LP interests can be complicated and involve legal hurdles and delays. As an LP owner, the Advisory Clients will usually be unable to force a capital event. GP cooperation is needed and, in certain situations, may not be able to be obtained.

The Advisory Clients may co-invest, and have co-invested, with third parties, including the owners of the properties it acquires or their affiliates, through partnerships, joint ventures or other entities. While Belveron or its affiliates will generally have the right to approve major capital and management decisions in any partnership or joint venture in which it participates, such investments may involve risks not present in investments where a third party is not involved, including the possibility that a third-party partner or co-investor may have financial difficulties, resulting in a negative impact on such portfolio investment, may have economic or business interests or goals which are inconsistent with the Advisory Clients’, or may be in a position to take action contrary to the Advisory Clients’ investment objectives. In addition, the Advisory Clients may, in certain circumstances, be liable for actions of third-party partners or co-venturers. A partner or co-venturer may be able to block a sale of the interest in any such joint venture or partnership.

#### Financing Investments

The Advisory Clients rely on Belveron’s diligence of investments, and Belveron may not be aware of problems with properties, deal structures, or undisclosed liabilities in its investigation of a potential acquisition.

The partnerships the Advisory Clients buy into are usually not tax efficient. Most have depleted their depreciable basis and are in the final stages of debt payments, both of which result in allocable taxable income that may be in excess of operating distributions. Additionally, most of the affordable housing deals/partnerships that Belveron targets may continue for years beyond a refinance which could delay and complicate the applicable Advisory Client’s exit. Returns are back-end loaded relying on either the property’s sale or refinance.



## Leverage

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

The Advisory Clients will incur obligations to pay interest and to repay principal on their leveraged assets. The Advisory Clients may, under some circumstances, be required to liquidate assets to service such interest and principal obligations. If the Advisory Clients default on indebtedness secured by a particular property, the lender may foreclose and the Advisory Clients could lose the entire investment in the property. The Advisory Clients may also engage in portfolio financing, whereby several properties are cross-collateralized, and multiple properties may be subject to the risk of loss.

## Uncertain Economic, Social and Political Environment

Consumer, corporate and financial confidence may be adversely affected by current or future tensions around the world, fear of terrorist activity and/or military conflicts, localized or global financial crises or other sources of political, social or economic unrest. Such erosion of confidence may lead to or extend a localized or global economic downturn. A climate of uncertainty may reduce the availability of potential investment opportunities, and increases the difficulty of modeling market conditions, potentially reducing the accuracy of financial projections. Belveron's strategy relies on a functioning US Government which values rental subsidies and debt guarantees. In addition, limited availability of credit for consumers, homeowners and businesses, including credit used to acquire businesses, in an uncertain environment or economic downturn may have an adverse effect on the economy generally and on the ability of a Fund and its portfolio investments to execute their respective strategies and to receive an attractive multiple of earnings on the disposition of businesses. This may slow the rate of future investments by such Fund and result in longer holding periods for investments. Furthermore, such uncertainty or general economic downturn may have an adverse effect upon such Fund's portfolio investments.

## Co-Investment Opportunities

From time to time in accordance with the terms of the Governing Documents, co-investors, including third parties and electing limited partners, may be, and have been presented with opportunities to co-invest in investments alongside the Fund(s) ("Co-Investment Opportunities"). Although the terms of such Co-Investment Opportunities will not be materially more favorable to Belveron or its affiliates than as provided in the Governing Documents with respect to the payment of management fees and carried interest distributions, potential conflicts may be inherent in, or arise from, Belveron's discretion in determining when to make such Co-Investment Opportunities available and the allocation of such Co-Investment Opportunities. In addition, once such Co-Investment Opportunities are consummated, the relevant Fund's interests and those of any co-investors may subsequently diverge as market conditions shift or other opportunities become available. Furthermore, certain co-investors may receive first priority or preferential access in deciding whether to commit capital to Co-Investment Opportunities and certain co-investors will likely be allowed to opt out of certain transactions at their discretion. Co-investors may retroactively receive access to certain transactions at Belveron's or its affiliate's discretion if the entire Co-Investment Opportunity is not committed to by co-investors when the transaction has been consummated. Belveron or its affiliates may grant priority co-investment rights to the co-investment investors.

No guarantee or representation is made that the Advisory Clients' investment programs will be successful.

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

## **C. Material Risks of Securities Recommendations**

### **Uncertain Nature of Real Estate Investments**

Advisory Clients will be subject to all the risks incident to ownership and financing of real estate and interests therein, many of which relate to the general illiquidity of real estate investments. These risks include, but are not limited to, changes in general or local economic conditions; changes in interest rates and the availability of permanent financing for home buyers which may render the purchase, sale or refinancing of a property difficult or unattractive and which may make debt service burdensome; changes in real estate and zoning laws; increases in real estate taxes; and floods, earthquakes, hurricanes and other acts of God, acts by terrorists, and other factors beyond the control of Belveron or its affiliates. The illiquidity of real estate investments may also impair the ability of Belveron or its affiliates to respond promptly to changing circumstances.

Belveron can provide no assurance that any project will be successful. Problems may be encountered after the purchase, including, increased capital costs and delayed development schedules or construction problems or delays. Despite its due diligence efforts, with certain assets Belveron may encounter problems with, soils; drainage; building construction or other structural issues; title; easements; and survey, eminent domain and other issues endemic to acquiring and developing real estate. In some cases, the Advisory Client may not have complete or accurate information regarding a wide-range of issues with potentially negative impacts on property values. Sellers may not provide all the information required or be unwilling or unable to provide usual representations or warranties. Information or problems subsequently encountered may adversely affect a property's value.

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

## **ITEM 9 – DISCIPLINARY INFORMATION**

Belveron is required to disclose all material facts regarding any legal or disciplinary events that would be material to an investor's evaluation of Belveron or the integrity of its management.

One of the Funds is a managing member of a general partner entity that has been sued by a former limited partner regarding the sale of that former limited partner's interest in an underlying limited partnership. Neither the applicable Fund nor Belveron was named in that lawsuit. The lawsuit is still pending.

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

### **A. Management Persons as Registered Broker-Dealers**

Not applicable to Belveron.

## **B. Management Persons as Commodities Traders**

Not applicable to Belveron.

## **C. Material Relationships with Related Persons**

Unless otherwise noted, Belveron manages all conflicts noted below through enforcement of its Code of Ethics and Compliance Manual, which contain restrictions on personal trading of Access Persons (as defined herein), gift and benefit notifications, and outside activity disclosures.

### Relationships or Arrangements Contemplated by the Above Categories

The Affiliated General Partners of Belveron serve as general partners to the Advisory Clients, and in connection therewith hold membership interests in the Advisory Clients. The Advisory Clients may waive some or all of the Management Fees and/or Carried Interest for affiliates of the Affiliated General Partners. In addition, employees of Belveron (or its affiliates) also invest directly in the Advisory Clients or indirectly through an affiliate. As noted above, the existence of the Carried Interest may create an incentive for the Affiliated General Partners to make more speculative investments on behalf of the Fund(s) than it would otherwise make in the absence of such performance-based compensation. This conflict is mitigated by the fact that the Carried Interest allocation is paid based on the overall performance of the Advisory Clients and not on an investment-by-investment basis.

### Additional Potential Conflicts of Interest

Additionally, in cases where Belveron maintains a controlling investment in a portfolio investment Belveron selects the service providers for such investment. The portfolio investment typically will reimburse such service providers for reasonable fees and expenses (including, without limitation, travel expenses) incurred by such service providers in connection with its performance of services for such portfolio investment. Belveron determines the amount of these fees and reimbursements for such services in its own discretion. This can pose a conflict in cases where Belveron, Belveron's joint venture partners, and Belveron employees act as service providers to portfolio investments. Although the amount of individual reimbursements typically is not disclosed to investors in any Fund, their effect is reflected in the Fund's audited financial statements. Any fee paid or expense reimbursed to such service providers generally is subject to agreements with sellers, buyers and management teams, and the review of third party co-investors in its transactions. In addition Belveron seeks to ensure that all fees and expenses are commercially reasonable for the services given. These factors help to mitigate related conflicts of interest.

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

Further, with respect to some of the Funds, Belveron has created a limited partner advisory committee ("LPAC"). Belveron will seek approval of the for certain conflicts of interest, as detailed in the governing documents.

### Outside Business Activities of Related Persons

Management persons of Belveron may serve on boards of directors, executive committees or advisory boards at various unaffiliated companies and organizations. Serving in such a capacity may expose such management person and, by association Belveron and the Advisory Clients, to certain conflicts of interest.

Belveron maintains internal compliance policies that are intended to minimize the negative effects of such conflicts if they arise. However, there can be no assurance that permitting the board membership of an employee will not result in less favorable results for the Advisory Clients than if the management person was not permitted to serve in such capacity.

**D. Selection of Other Advisers**

Not applicable to Belveron.

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

**A. Code of Ethics**

Belveron’s Code of Ethics (the “**Code**”) is designed to meet the requirements of Rule 204A-1 of the Advisers Act. The Code applies to Belveron’s “**Access Persons**” as defined in Rule 204A-1 of the Advisers Act.

Belveron’s Access Persons generally include, any member, officer or director of Belveron and any employee or other supervised person of Belveron who (1) has access to non-public information regarding any Advisory Client’s purchase or sale of securities, or non-public information regarding the holdings of an Advisory Client, or (2) is involved in making or executing securities recommendations, or has access to such recommendations, that are non-public. In addition, certain consultants and other individuals may also be deemed to be Access Persons.

The Code sets forth a standard of business conduct that takes into account Belveron’s obligations to Advisory Clients and requires Access Persons to place the interests of Advisory Clients above their own interests and the interests of Belveron. The Code requires Access Persons to comply with applicable federal securities laws. Further, Access Persons are required to promptly bring violations of the Code to the attention of Belveron’s Chief Compliance Officer. All Access Persons are provided with a copy of the Code and are required to acknowledge receipt of the Code upon hire and on at least an annual basis thereafter.

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

Investors or prospective investors may obtain a copy of the Code by contacting Belveron’s Chief Compliance Officer at [odland@belveron.com](mailto:odland@belveron.com).

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

Certain transactions may involve conflicts of interest among the Fund(s). For example, in some cases, the Advisory Clients own LP interests in the same investment, but may have different cost bases for such investment. Subsequently, a separate Advisory Client may purchase a GP interest in that same investment, which may create value for the earlier Advisory Clients’ LP positions.

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

Performance-based compensation may create an incentive for Belveron to make investments that are riskier or more speculative than in the absence of such performance-based compensation arrangements. This conflict is mitigated by the fact that the Carried Interest allocation is paid based on the overall performance of the Advisory Client and not on an investment-by-investment basis. Additionally, members or affiliates of the Affiliated General Partners may have personal commitments in the same investments as the Advisory Clients.

As noted in Item 10.C. above, Belveron or an affiliate may manage Co-Investment Entities that invest in similar securities as the Funds.

Access Persons may invest for their personal accounts in real estate securities or in real property that, although not held by the Advisory Clients, could be deemed to be within the investment program of certain Advisory Clients. Any such investments must be pre-cleared pursuant to the Code of Ethics.

The fact that Belveron's principals and Access Persons have financial ownership interests in the Advisory Clients creates a potential conflict in that it could cause Belveron to make different investment decisions than if such parties did not have such financial ownership interests.

In certain instances, Belveron or an affiliate may purchase real property or real property related assets directly from one or more Advisory Clients. Belveron mitigates the potential conflict of interest posed by such transactions by ensuring that such transactions will be subject to arms' length negotiations and otherwise subject to commercially reasonable terms and conditions. In addition, such transactions must be approved by the limited partner advisory committee of the applicable Fund.

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

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

Please see Item 11.B. Further, Belveron's Access Persons are permitted to make certain securities transactions in their personal accounts. This presents potential conflicts in that an Access Person could make improper use of information regarding an Advisory Client's holdings or future transactions or research paid for by Advisory Clients. In order to minimize the potential conflict of interest and the risk of improper transactions, all public companies in which Belveron or an Advisory Client has a financial interest, or controls one or more board seats will be placed on the "**Restricted List**" (as described herein). Any public company about which an Access Person receives material non-public information will also be placed on the Restricted List by the Chief Compliance Officer.

Belveron manages the potential conflicts of interest inherent in Access Persons' personal trading by rigorous enforcement of its Code, which contains pre-clearance and reporting guidelines for Access Persons. Belveron requires that Access Person transactions in initial public offerings and in securities in a

limited offering be pre-cleared with the Chief Compliance Officer. Further details are available in the Code of Ethics, which is available to investors upon request.

As noted above, Belveron maintains a Restricted List with the names of issuers of public securities about which Belveron or its affiliates (including Access Persons) have learned material, non-public information. Access Persons are strictly prohibited from transacting in the securities of any issuers on the Restricted List.

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

#### **D. Personal Trading and Contemporaneous Recommendations to Clients**

Please refer to responses to Items 11.A, 11.B and 11.C.

### **ITEM 12 – BROKERAGE PRACTICES**

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

### **ITEM 13 – REVIEW OF ACCOUNTS**

#### **A. Review of Client Accounts**

Belveron's Advisory Client accounts are under continuous review by the principal of the firm and other key employees. Such reviews include (but are not limited to) a review of investment objectives. Belveron generally holds weekly meetings to, among other business items, discuss investments and any issues to be addressed. The principal and/or key employees also have regular communication with investment representatives to understand each investment's particular circumstances.

#### **B. Advisory Client Reporting**

Investors in the Advisory Clients receive quarterly and annual financial reports from affiliates of Belveron and such other information or commentary, as Belveron deems appropriate.

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

#### **A. Other Compensation for Provision of Investment Advice**

Not applicable to Belveron.

#### **B. Compensation to Unsupervised Persons for Client Referrals**

Not applicable to Belveron.

## **ITEM 15 – CUSTODY**

Belveron is deemed to have custody of the assets owned by the Advisory Clients. To ensure compliance with Rule 206(4)-2 under the Advisers Act (“**Custody Rule**”), Belveron will generally ensure that each of the Advisory Clients are subject to an annual audit by an independent public accountant registered with, and subject to regular inspection by, the PCAOB and that each Advisory Client’s audited financial statements are provided to investors within 120 days of the close of each client’s fiscal year.

The Advisory Clients typically invest directly in real estate or in securities that meet the Custody Rule’s definition of “privately offered securities”. Any other funds and securities owned by Advisory Clients, other than certain uncertificated securities purchased in private transactions, are held with a qualified custodian, as defined in the Custody Rule (i.e. a bank or broker-dealer). Belveron does not send account statements to Advisory Clients. Investors receive quarterly and annual reports from Belveron (or its affiliates). These reports should be carefully reviewed. Investors are urged to compare such reports to the information provided in the audited financial statements prepared by the Advisory Client’s auditor and/or the statements received from the qualified custodian, as applicable.

## **ITEM 16 – INVESTMENT DISCRETION**

Belveron is retained by the Advisory Clients to render advice on matters relating to the acquisition, management and disposition of investments. The Governing Documents detail the investment strategy and the investment limitations applicable to each Advisory Client.

## **ITEM 17 – VOTING CLIENT SECURITIES**

Belveron understands and appreciates the importance of proxy voting. Due to the nature of Belveron’s advisory business, proxy votes are rarely ever received and Belveron does not expect to vote many proxies. However, in the event that a proxy is received with respect to securities held by an Advisory Client, Belveron will seek to vote each proxy in the best interests of Advisory Clients and investors. Belveron’s proxy voting policies and procedures are designed to ensure that Belveron identifies and resolves any material conflicts of interest that may arise during the proxy voting process. If a material conflict is identified, Belveron will determine what course of action is in the best interests of the Advisory Client.

Investors may obtain additional information regarding how Belveron voted proxies and may obtain a copy Belveron’s proxy voting policies and procedures by contacting the Chief Compliance Officer at [odland@belveron.com](mailto:odland@belveron.com).

## **ITEM 18 – FINANCIAL INFORMATION**

### **A. Prepayment of Fees**

Not applicable to Belveron.

### **B. Bankruptcy**

Belveron has not been the subject of any such bankruptcy petition.