

# CNI NS/RXR Advisors, LLC

Form ADV, Part 2A

## BROCHURE

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This brochure ("Brochure") provides information about the qualifications and business practices of CNI NS/RXR Advisors, LLC ("CNI NS/RXR Advisors" or the "Manager"). If you have any questions about the contents of this brochure, please contact our Chief Compliance Officer (the "CCO").

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.

The Manager is an investment adviser registered with the SEC. Registration with the SEC does not imply a certain level of skill or training. Additional information about the Manager is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**Item 2: Material Changes**

CNI NS/RXR Advisors, LLC, a Delaware limited liability company ("CNI NS/RXR Advisors" or the "Manager"), last filed as a relying adviser to Colony Capital Investment Advisors, LLC's annual update to Form ADV, Part 2A, which was filed on March 31, 2017. This annual update includes the following changes that were made since the last annual update:

Registration of the Manager as a separate registrant pursuant to Form ADV.

## IMPORTANT NOTE ABOUT THIS BROCHURE

**This Brochure is not:**

- **an offer or agreement to provide advisory services to any person**
- **an offer to sell interests (or a solicitation of an offer to purchase interests) in any investment vehicle advised or sponsored by the Manager or an affiliate (each a "Managed Vehicle")**
- **a complete discussion of the features, risks or conflicts associated with any advisory relationship or Managed Vehicle**

As required by the U.S. Investment Advisers Act of 1940, as amended ("Advisers Act"), the Manager provides this Brochure to current and prospective clients and may also, in its discretion, provide this Brochure to current or prospective investors in a Managed Vehicle, together with the Managed Vehicle's offering documents, SEC filings (as applicable), organizational documents, management contracts or other related documents (the "Governing Documents"), prior to, or in connection with, such persons' investment in the Managed Vehicle. Additionally, this Brochure is available through the SEC's Investment Adviser Public Disclosure website.

Although this publicly available Brochure describes investment advisory services and products of the Manager, persons who receive this Brochure (whether or not from the Manager) should be aware that it is designed solely to provide information about the Manager as necessary to respond to certain disclosure obligations under the Advisers Act. As such, the information in this Brochure may differ from information provided in relevant Governing Documents. More complete information about each Managed Vehicle is included in relevant Governing Documents, certain of which may be provided to current and eligible prospective investors only by the Managed Vehicle or by another authorized party.

In no event should this Brochure be relied upon in determining whether to invest in a Managed Vehicle or to engage the Manager as an investment adviser. To the extent that there is any conflict between discussions herein and similar or related discussions in any Governing Documents, the relevant Governing Documents shall govern and control.

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## **Item 4: Advisory Business**

### **Colony NorthStar**

CNI NS/RXR Advisors, LLC ("CNI NS/RXR Advisors" or the "Manager") is a Delaware limited liability company and an indirect subsidiary of Colony NorthStar, Inc. (NYSE: CLNS) ("Colony NorthStar"), a global real estate and investment management firm publicly-traded on the New York Stock Exchange. Thomas J. Barrack, Jr. is the Executive Chairman of Colony NorthStar, and Richard B. Saltzman is the President and Chief Executive Officer of Colony NorthStar.

### **Colony NorthStar's Investment Management Businesses**

#### **The Manager**

The Manager is an indirect subsidiary of Colony NorthStar whose advisory business primarily consists of advising NorthStar/RXR New York Metro Real Estate, Inc., a Maryland corporation (the "Company"), as well as other potential companies, funds and accounts that may be sponsored or co-sponsored by the Manager or Colony NorthStar or otherwise advised by the Manager in the future ("Future Clients", and together with the Company and the Managed Vehicles, collectively, "Clients" and each a "Client"). The Manager has entered into a staffing agreement with one or more affiliates of Colony NorthStar under which Colony NorthStar's affiliates have agreed to make senior management and other personnel available to perform services for the Manager.

As of the date of this Brochure, the Manager managed approximately \$51,400,000 in client assets on a discretionary basis and \$0 in client assets on a non-discretionary basis. Assets under management are calculated and presented in this Brochure according to the requirements of the Advisers Act and may differ from the calculation and presentation of assets for purposes of other disclosures made by Colony NorthStar or Clients.

#### **Affiliated Advisers**

The Manager and the Affiliated Advisers (defined below) generally have common policies and procedures with respect to their clients, share senior management teams and key personnel. The advisory business of the Affiliated Advisers consists of advising (i) private investment funds and co-investment vehicles (the "Managed Funds"), (ii) public REITs that are either traded on a national securities exchange or non-listed and sold through independent broker dealer channels (the "Managed REITs"), (iii) closed-end management investment companies registered under the Investment Company Act of 1940, as amended ("Investment Company Act"), and/or (iv) a public statutory trust that intends to be treated as a liquidating trust for purposes of U.S. treasury regulations and any analogous provision of state or local law. The investment strategies of the Managed Vehicles are generally focused on making direct investments in real estate and real estate-related assets, debt and distressed debt investments.

Each Affiliated Adviser is a separate and distinct company that may have differing investment capabilities and functions, but the Affiliated Advisers work collaboratively to provide advice and services to Clients. The Affiliated Advisers of the Managed REITs and the registered investment companies have separate registrations with the SEC and the Affiliated Advisers of the Managed REITs have separate brochures. Clients of the Managed REITs should refer to the brochure for the applicable Affiliated Adviser.

The Affiliated Advisers include, but are not limited to: Colony Capital Investment Advisors, LLC (Delaware), Col Invest Italy S.R.L. (Italy), Colony NorthStar Advisors, LLC (Delaware), Colony Realty Partners, LLC (Delaware), CDCF IV Investment Advisor, LLC (Delaware), Colony Industrial Investment Advisor, LLC (Delaware), CLNC Manager, LLC (Delaware), CNI NSI Advisors, LLC (Delaware), CNI NSHC Advisors, LLC (Delaware), CNI NRE Advisors, LLC (Delaware), CNI FCVP Advisors, LLC (Delaware), Colony NorthStar – N Luxembourg S.à.r.l. (Luxembourg), Colony NorthStar Luxembourg S.à.r.l. (Luxembourg), Colony NorthStar UK, Ltd. (United Kingdom), Colony NorthStar SAS

(France), CNI One Cal Plaza Investment Advisor, LLC (Delaware) and CNI RECF Advisors, LLC (Delaware) and CNI TCEF Advisors, LLC (Delaware). Further information about the advisory businesses of these affiliates can be found in the public disclosures on Form ADV for those firms.

### **Other Affiliates**

Certain other affiliates of the Manager and Colony NorthStar provide investment advisory and related services under separate registrations with the SEC. These other registered affiliates do not have common policies and procedures but may share certain management teams or personnel with the Manager and the Affiliated Advisers but are treated as separate and distinct companies and SEC registrants. These advisers may offer a variety of investment strategies and services to a number of different clients. These separate registered investment adviser affiliates and certain exempt reporting advisers include (i) Digital Colony Management, LLC (Delaware) and DCP Fund I Adviser, LLC (Delaware); (ii) Colyzeo Investment Management Limited (United Kingdom) and Colyzeo Investment Advisors Limited (United Kingdom); (iii) CapCol Management, LLC (Delaware); and (iv) Townsend Group Advisors, LLC (Delaware). Further information about the advisory businesses of these other affiliates can be found in the public disclosures on Form ADV for those firms.

Colony NorthStar also directly and indirectly owns a number of operating entities that are engaged in the business of owning, controlling, operating, managing, servicing and providing other services related to real estate and real estate-related assets. The operating companies owned by Colony NorthStar that are engaged in the financial services industry are described in Item 10 below.

### **The Company**

The primary business objective of the Manager is to provide asset management and other services to the Company, which elected to be taxed as a real estate investment trust ("REIT") under the U.S. Internal Revenue Code of 1986, as amended. The Company was formed in March 2014 as a Maryland corporation focused on acquiring a portfolio of commercial real estate ("CRE") investments concentrated in the New York metropolitan area, and in particular New York City, with a focus on office, mixed-use properties and a lesser emphasis on multifamily properties. The Company complements this strategy by originating and acquiring: (i) CRE debt, including subordinate loans and participations in such loans and preferred equity interests; and (ii) joint ventures and partnership interests in CRE related investments.

The Manager will provide its advisory services subject to the oversight of the board of directors of the Company (the "Board"), pursuant to an advisory agreement, and in accordance with the investment objectives, strategies and guidelines approved by the Board. Substantially all of the Company's business is conducted through NorthStar/RXR Operating Partnership, LP, a Delaware limited partnership ("Operating Partnership").

Client is sub-advised by RXR NTR Sub-Advisor LLC, a Delaware limited liability company and a subsidiary of RXR Realty LLC ("RXR"). Colony NorthStar has a 27 percent interest in RXR.

### ***A Note about these Managed Vehicle Disclosures***

Investors and other recipients of this Brochure should be aware that while this Brochure may include information about a Managed Vehicle, including the Company, as necessary or appropriate, the Brochure should not be considered to represent a complete discussion of the features, risks or conflicts associated with any Managed Vehicle. More complete information about a Managed Vehicle is included in the respective Managed Vehicle's Governing Documents, which may be included in the Company's public filings or may be provided to current and eligible prospective investors only by the Company or another authorized party. In no event should this Brochure be considered to be an offer of interests in the Company or any other Client or relied upon in any determination to invest in the Company or any Client. It is also not an offer of, or agreement to provide, advisory services directly to any recipient of the Brochure. Rather, this Brochure is designed to provide information about the Manager for the purpose of compliance with the Manager's

obligations under the Advisers Act. Accordingly, the Brochure responds to relevant regulatory requirements under the Advisers Act, which may differ from the information provided in the Company's Governing Documents. To the extent that there is any conflict between discussions herein and similar or related discussions in any Governing Document, the relevant Governing Document shall govern.

### **The Manager's Advisory Services to the Company**

Subject to the oversight of the Board, of which a majority of the members are independent, and other limited exceptions, the Manager manages the day-to-day operations of the Company and its subsidiaries. The Manager is responsible for the operations identified in the Advisory Agreement (as defined below), including, among others: (i) acquisitions services, such as, among others, (A) serving as the Company's investment and financial advisor, (B) locating, analyzing and selecting potential investments, as well as, negotiating the terms of such acquisitions, (C) overseeing due diligence processes related to prospective investments, (D) preparing reports regarding prospective investments which include recommendations and supporting documentation necessary for the Board to evaluate the prospective investments, (E) obtaining reports, where appropriate, concerning the value and condition of prospective investments of the Company, and (F) negotiating and executing Board approved investments and other transactions; (ii) asset management services, such as (A) investigating, selecting, and engaging and conducting business with such Persons (as defined in the Advisory Agreement) the Manager deems necessary to the proper performance of its obligations, (B) monitoring and evaluating the performance of the Company's investments, (C) formulating and overseeing the implementation of strategies for the administration, promotion, management, operation, maintenance, improvement, financing and refinancing, marketing, leasing and disposition of investments, (D) coordinating and managing relationships between the Company and any joint venture partners, and (E) providing financial and operational planning services and investment portfolio management functions; (iii) accounting and other administrative services, such as, among others, (A) managing and performing the various administrative functions necessary for the management of the day-to-day operations of the Company, (B) from time-to-time, or at any time reasonably requested by the Board, producing reports to the Board on the Manager's performance of services to the Company under the Advisory Agreement, (C) producing reports to the Board, at least annually, of the allocation of investments that have been allocated by Colony NorthStar to the Company and any other programs advised, sponsored or organized by Colony NorthStar or its affiliates, (D) coordinating with the Company's independent auditors to prepare and deliver the Company's audit committee an annual report covering the Manager's compliance with certain material aspects of the Advisory Agreement, (E) providing or arranging for administrative service and items, legal and other services, office space, office furnishings, personnel and other overhead items necessary and incidental to the Company's business and operations, (F) providing financial and operational planning services and portfolio management functions, (G) maintaining accounting data and any other information concerning the activities of the Company as shall be needed to prepare and file all periodic financial reports and returns required to be filed with the SEC and any other regulatory agency, (H) maintaining all appropriate books and records, (I) providing the Company with all necessary cash management services, (J) managing and coordinating with the transfer agent the distribution process and payments to stockholders, and (K) overseeing all reporting and internal controls; (iv) stockholder services, such as, among others, (A) managing communications with stockholders and (B) establishing a technology infrastructure to assist in providing stockholder support and service; (v) financing services, such as, among others, (A) identifying and evaluating potential financing and refinancing sources, (B) negotiating, arranging and executing financing agreements, (C) managing relationships with the Company and its lenders, and (D) monitoring and overseeing the service of the Company's debt facilities and other borrowings; and (vi) disposition services, among others, (A) consulting with the Board and providing assistance with the evaluation and approval of potential asset dispositions, sales or other liquidity events and (B) structuring and negotiating the terms and conditions of transactions pursuant to which investments may be sold.

Colony NorthStar, the Manager or the Company also may establish and/or sponsor strategic arrangements and partnerships, directly or on behalf of the Company.

The Manager does not currently offer wrap fee programs.

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

As a general matter, fees are separately determined for each Client of the Manager or its affiliates. The Manager and its affiliates receive (i) management and incentive fees pursuant to advisory contracts and other agreements with Clients; and (ii) other fees and expense reimbursements.

The Company's advisory agreement with the Manager (the "Advisory Agreement"), provides for both a monthly asset management fee and an incentive fee as well as certain other fees and expense reimbursements, as described in more detail below.

### **Management and Incentive Fees**

The annual asset management fee, calculated and payable monthly in cash, is equal to one percent (1.0%) of the cost of investment or sum of the amount funded or allocated for CRE investments, including expenses and any financing attributable to such investments, less any principal received on debt and securities investments (or the proportionate share thereof in the case of an investment made through a joint venture).

The incentive fee is equal to fifteen percent (15.0%) of net cash flows of the Company, whether from continuing operations, repayment of loans, disposition of assets or otherwise, but only after stockholders have received, in the aggregate, cumulative distributions equal to their invested capital plus a six percent (6.0%) cumulative, non-compounded annual pre-tax return on such invested capital.

The Manager shall receive such fee payments in cash, but has the option, in its sole discretion, to receive such payments in the form of the Company's Class A shares. In such case, the number of Class A shares shall be equal to (A) the cash amount of such fee, divided by (B) \$10.00 or, if an offering is ongoing, \$9.00; provided, however that if an estimated value per share of the Company's Class A stock has been determined, then the value of any payment in shares to the Manager shall be based on such estimated value per share.

### **Other Fees and Expense Reimbursements**

#### **Expense Reimbursements**

The Company shall pay directly or reimburse the Manager or its affiliates for all of the expenses paid or incurred by the Manager or its affiliates on behalf of the Company or in connection with the services provided to the Company pursuant to the Advisory Agreement, including, but not limited to: (i) all organization and offering expenses; provided, however, that the Manager or its affiliates, shall be responsible for the payment of the Company's organization and offering expenses to the extent the total of such expenses exceeds fifteen percent (15.0%) of gross proceeds from the Company's offering, (ii) acquisition expenses incurred in connection with the selection and acquisition of investments, including such expenses incurred related to assets pursued or considered but not ultimately acquired by the Company, subject to limitations contained in the Company's charter, notwithstanding anything in the Advisory Agreement to the contrary, (iii) the actual out-of-pocket cost of goods and services used by the Company and obtained from entities not affiliated with the Manager, (iv) interest and other costs for borrowed money or securitization transactions, including discounts, points and other similar fees, (v) taxes and assessments on income on properties, taxes as an expense of doing business and any other taxes otherwise imposed on the Company and its business, assets or income, (vi) out-of-pocket costs associated with insurance required in connection with the business of the Company or by its officers and the Board, (vii) expenses of managing, improving, developing, operating and selling investments owned, directly or indirectly, by the Company, as well as expenses of other transactions relating to such investments, including but not limited to prepayments, maturities, workouts and other settlements of loans and other investments, (viii) all out-of-pocket expenses in connection with payments to the Board and meetings of the Board and stockholders, (ix) personnel and related employment costs incurred by the Manager, and its affiliates in performing its obligations under the Advisory Agreement, including but not limited to reasonable salaries and wages, benefits and overhead of all



employees directly involved in the performance of such services, provided that no reimbursement shall be made for costs of such employees of the Manager or its affiliates to the extent that such employees serve as executive officers of the Company, (x) out-of-pocket expenses of providing services for maintaining communications with stockholders, including the cost of preparation, printing, and mailing annual reports and other stockholder reports, proxy statements and other reports required by governmental entities, (xi) audit, accounting and legal fees, and other fees for professional services relating to the operations of the Company and all such fees incurred at the request, or on behalf of, the Board or any other committee of the Board, (xii) out-of-pocket costs for the Company to comply with all applicable laws, regulations and ordinances, (xiii) expenses connected with payments of distributions made or caused to be made by the Company to stockholders, (xiv) expenses of organizing, redomesticating, merging, liquidating or dissolving the Company or of amending the Company's charter or bylaws, and (xv) all other out-of-pocket costs incurred by the Manager in performing its duties.

### **Fees Related to Property Management**

The Company (or the Manager on its behalf) may also engage a third-party or affiliated managers (including affiliates of RXR) in connection with asset management, property management or related services for its owned real estate. In certain instances the Company also may invest in real estate funds or other pooled investment vehicles managed by RXR or its affiliates and such funds or vehicles may also engage affiliates of RXR for asset management, property management or related services. Colony NorthStar benefits indirectly from such fees given its ownership interest in RXR. The Company may also bear fees, costs and expenses paid to third-party vendors or affiliated entities whose services it is customary for asset managers to retain, including lawyers, accountants, brokers, investment bankers, transfer agents, administrators, custodians, and other consultants, advisors and agents.

Please see Item 12 for a discussion of the Manager's allocation policy and a discussion of factors that may affect the costs of executing portfolio transactions.

### **Deal Costs**

The Company generally bears the costs associated with its investments (including costs related to the establishment and maintenance of investment vehicles) and prospective investments (even if the Manager does not proceed with a prospective investment for any reason ("Broken Deal Costs")) and is required to reimburse the Manager for such investment-related costs if incurred by it. Such expenses may include, without limitation, fees paid to joint venture partners (which may include management and/or incentive fees), fees of legal counsel, administrators, auditors and accountants, brokers, consultants, appraisers, property managers, transfer and other taxes, insurance costs, capital expenditures/maintenance, compensation and costs of management and leasing personnel, developer fees, costs related to construction and maintenance, custodian fees, fees for architectural, engineering or other studies or reports related to proposed or existing investments, fees and expenses of unaffiliated parties incident to the preparation and distribution of reports, travel expenses, and other out-of-pocket property and portfolio expenses, incurred in connection with the evaluation, negotiation, acquisition, operation and/or sale of proposed or existing investments. The Company may also bear such Broken Deal Costs directly.

### **Timing and Deduction of Fees**

The Manager's management fee is calculated and payable monthly in cash and its incentive fee is calculated and payable if and when earned. The Manager's fees are deducted from the Company's assets. More complete information about fees is contained in the Company's Governing Documents.

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

Performance-based compensation arrangements, if any, are negotiated with each client on an individualized basis and will in all cases be in compliance with Section 205(3) of, or Rule 205-3 under, the Advisers Act. The payment of performance-based compensation may be subject to a specified "hurdle" rate.

Performance-based compensation may be deemed to create a conflict of interest for the Manager and the Affiliated Advisers, because they share personnel and there could be an incentive for the Manager and/or an Affiliated Adviser to: (i) value assets in a manner that increases the Manager's and/or an Affiliated Adviser's remuneration and (ii) make investments that are riskier or more speculative than would be the case in the absence of performance-based compensation. In addition, if a Client pays a performance-based fee or allocation while others do not, or if different Clients pay different levels of asset-based or performance-based fees or allocations, this may give rise to potential conflicts of interest. For example, the Manager or an Affiliated Adviser would have an incentive to favor Clients for which it begins receiving incentive fees or receives fees at a lower "hurdle" rate because the Manager or the Affiliated Adviser would benefit more from the improved performance of such Client. Similarly, the Manager or an Affiliated Adviser would have an incentive to favor those Clients that pay a greater management fee over those Clients that pay a lesser management fee and/or Clients that pay acquisition or origination fees versus companies that do not pay acquisition or origination fees, because the Manager or Affiliated Adviser would receive greater compensation by doing so.

The allocation of the Manager's or Affiliated Advisers' expenses among Clients may also create conflicts of interest. The Manager or the Affiliated Advisers will allocate certain expenses associated with managing Client assets among the applicable Clients, based on the services provided to each Client and the limitations set forth in each Client's Governing Documents. This may create incentives for the Manager or the Affiliated Advisers to allocate investment opportunities among Clients, based on the adviser's expenses that the Clients will assume. In addition, the Manager's or an Affiliated Adviser's expense allocations may impact whether or not certain performance hurdles are met by a Client, which can impact whether the Manager or an Affiliated Adviser receives incentive fees. This creates a conflict of interest and may create an incentive for the Manager or an Affiliated Adviser to allocate expenses disproportionately among Clients.

The Manager seeks to treat all Clients in a fair and equitable manner over time and will act in a manner that it believes to be in the best interests of the Managed Vehicles. To that end, the Manager and the Affiliated Advisers have established a variety of policies and other controls regarding, among other things, the allocation of investment opportunities, including those seeking to manage the conflicts of interest identified above. Please see ***"Item 12: Brokerage Practices"*** below for more information.

### **Timing and Deduction of Fees**

All of the Manager's fees are generally calculated and payable monthly in arrears. The Manager's fees are deducted from the Company's assets. More complete information about fees is contained in the Company's Governing Documents.

## **Item 7: Types of Clients**

The Manager currently provides investment advice only to the Company, but it may in the future provide investment advice to a Managed Vehicle and Future Clients, including pooled investment vehicles, co-investment vehicles and real estate finance companies, generally in the form of corporations, limited partnerships or limited liability companies. The Manager does not have requirements for opening or maintaining accounts. However, there may be conditions for investing in Managed Vehicles, including minimum investment amounts, which are stated in their respective Governing Documents for each Managed Vehicle. For Managed Vehicles with minimum investment

amounts, the Governing Documents generally note that the general partner or company, as applicable, has the discretion to reduce or waive the minimum investment amount.

As a general matter, any Managed Vehicle Client, including the Company, would be managed in accordance with its investment objectives, strategies and guidelines and is not tailored to the individual needs of any particular investor and an investment in a Managed Vehicle does not, in and of itself, create an advisory relationship between the investor and the Manager. Therefore, investors must consider whether the Managed Vehicle meets their investment objectives and risk tolerance prior to investing in a Managed Vehicle.

The Company elected to be taxed as a REIT under the U.S. Internal Revenue Code of 1986, as amended. The Company primarily invests in CRE concentrated in the New York metropolitan area, and in particular New York City, with a focus on office, mixed-use properties and a lesser emphasis on multifamily properties. The Company is a public company registered with the SEC under the Securities Act of 1933, as amended. The Company is subject to certain investment restrictions for the purpose of preserving (i) its treatment as a REIT for federal income tax purposes and (ii) its exemption from registration under the Investment Company Act.

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

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

As a general matter, the Manager provides investment strategies consistent with the investment objectives and needs of each Client, including the Company. The Company's primary business objective is to acquire CRE, including value-add real estate investment opportunities in the New York metropolitan area and New York City which will seek to enable the Company to generate current returns, optimize the risk-return dynamic for stockholders and realize appreciation opportunities in its portfolio. The Company complements this strategy by originating and acquiring: (i) CRE debt, including subordinate loans and participations in such loans and preferred equity interests; and (ii) joint ventures and partnership interests in CRE related investments.

As part of the Manager's advisory services to the Company, the Manager focuses on the following types of assets:

- *Real Estate Equity.* The Company will make CRE equity investments in CRE concentrated in the New York metropolitan area with a focus on office and mixed-use properties and a lesser emphasis on multifamily properties. These investments may include direct and indirect ownership in real estate and real estate assets that may or may not be structurally senior to a third party partner's equity.
- *Preferred Equity.* The Company may make investments that are subordinate to senior and mezzanine loans, but senior to the common equity in the mortgage borrower. Preferred equity investments may be structured such that the Company's return accrues and is added to the principal amount rather than paid on a current basis. The Company may also pursue equity participation opportunities in preferred equity investments, similar to such participations in mezzanine loans.
- *Senior Mortgage Loans.* The Company intends to focus on originating and selectively acquiring senior mortgage loans that are backed by CRE assets. These loans are secured by a first mortgage lien on a commercial property and provide mortgage financing to a commercial property developer or owner. The loans may vary in duration, bear interest at a fixed or floating rate and amortize, if at all, over varying periods, often with a balloon payment of principal at maturity.
- *Mezzanine Loans.* The Company may originate or acquire mezzanine loans, which are structurally subordinate to senior loans, but senior to equity in the borrower. Mezzanine loans may be structured such that the Company's return accrues and is added to the principal amount rather than paid on a current basis. The Company may also pursue equity participation opportunities in instances when the risk/reward characteristics

of the investment warrant additional upside participation in the possible appreciation in value of the underlying assets securing the investment.

- *CRE Debt Securities.* The Company may make investments that consist of bonds comprising certain tranches of CRE securitization pools, such as CMBS (including "B-pieces" of a CMBS securitization pool) or CRE collateralized debt obligations (collateralized by pools of CRE debt instruments). These bonds may be investment grade or below investment grade and are collateralized by CRE debt, typically secured by senior mortgage loans and may be fixed rate or floating rate securities.
- *Net leased Real Estate.* The Company may also invest directly in well located CRE with long term leases to tenants on a net lease basis, where such tenants generally will be responsible for property operating expenses, such as insurance, utilities, maintenance capital expenditures and real estate taxes.

### ***Leverage Strategy***

The Manager may employ leverage on behalf of the Company. The Company may utilize asset-level financing as part of its investment strategy to prudently leverage its investments while managing refinancing and interest rate risk. The Manager is responsible for managing such financings and interest rate risk on the Company's behalf. The Manager considers a variety of financing arrangements such as mortgage notes, credit facilities, securitization financing transactions and other term borrowings. The Manager employs leverage for the sole purpose of financing the Company's investments and diversifying its equity and does not employ leverage to speculate on changes in interest rates.

### **Material Risks**

#### **Risk of Loss**

An investment in the Company involves risk. There is no certainty of return with respect to any such investment. There is no guarantee that the Company will achieve its goals, objectives or targeted returns (as applicable). Investors may lose all or a portion of the value of their investment and, as such, should not invest unless they can readily bear the consequences of such loss.

Below is a summary of certain risks associated with the Manager's investment strategies. Investors should refer to the risk factors in the Company's Governing Documents, or other documents (as applicable) provided to, or made available to, prospective investors for a more complete description of the risks associated with the investment in the Company, including the risks described in the Company's public filings with the SEC, as applicable. The following risk factors do not purport to be a complete list or explanation of the risks involved in an investment in the Company. These risk factors include certain risks the Manager believes to be material, significant or unusual and relate to particularly significant investment strategies or methods of analysis employed by the Manager.

#### **General Risks**

- *General Economic and Market Conditions.* Challenging economic and financial market conditions may result in an increase in the number of investments that result in losses, including delinquencies, non-performing assets and taking title to collateral and a decrease in the value of the property or other collateral which secures the Company's investments, all of which could adversely affect its results of operations. The Company may incur substantial losses and need to establish significant provisions for losses or impairment. The Manager manages a diversified portfolio of real estate equity investments. An economic slowdown or recession, in addition to other non-economic factors such as an excess supply of properties, could have a material negative impact on the values of the Company's investments. Declining real estate values will reduce the value of owned properties, as well as the ability to refinance properties and use the value of existing properties to support the purchase or investment in additional properties. Slower than expected economic growth pressured by a strained labor market,

along with overall financial uncertainty, could result in lower occupancy rates and lower lease rates across many property types and may create obstacles to achieve the Company's business plan. The Company may also be less able to pay principal and interest on borrowings, which could cause a loss of title to the properties securing such borrowings. CRE debt investments would be similarly impacted and the level of new loan originations would also likely decline. In addition, borrowers may be less likely to achieve their business plans and less able to pay principal and interest on CRE debt investments. Further, declining real estate values significantly increase the likelihood that the Company would incur losses on their debt investments in the event of a default because the value of its collateral may be insufficient to cover costs. Any sustained period of increased payment delinquencies, taking title to collateral or losses could adversely affect the Company's CRE investments as well as its ability to originate, sell and securitize loans, as applicable, which would significantly harm the Company's revenues, results of operations, financial conditions, business prospects and abilities to make distributions to their stockholders.

- *Interest Rate Risks.* Fluctuations in interest rates may adversely affect the ability of the Company to successfully acquire investments and may also adversely affect the performance of the Company's investments.

The financial performance of the Company is influenced by changes in interest rates, in particular, as such changes may affect CRE securities, floating-rate borrowings and CRE debt to the extent such debt does not float as a result of floors or otherwise. Changes in interest rates, including changes in expected interest rates or "yield curves," affect the Company's business in a number of ways. Changes in the general level of interest rates can affect net interest income, which is the difference between the interest income earned on interest-earning assets and the interest expense incurred in connection with interest-bearing borrowings and hedges. Changes in the level of interest rates also can affect, among other things, the Company's ability to acquire CRE securities and enter into hedging transactions. Interest rates are highly sensitive to many factors, including governmental monetary and tax policies, domestic and international economic and political conditions, and other factors beyond the Company's control.

In addition, interest rates may impact the Company's use of any leveraged capital structure, in which case a third party would be entitled to cash flow generated by such investments prior to the investing company receiving a return.

- *Leverage.* Use of borrowed funds to leverage acquisitions involves a high degree of financial risk and can exaggerate the effect of any increase or decrease in 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 economies in which the investments are located or deterioration in the condition of the investments. Accordingly, the use of leverage may cause the Company's value to be more volatile than it would be in the absence of such leverage. In addition, to the extent a strategy employed on behalf of the Company is dependent on leverage, the availability (or lack thereof) and cost of financing may significantly affect the ability of the Company to execute its investment strategy.
- *Litigation.* In the ordinary course of business, owners of real estate may be subject to litigation from time to time. The outcome of such proceedings may adversely affect the value of an investment and may continue without resolution for long periods of time.

In connection with such actions, the Company may be obligated to bear defense, settlement, and other costs (which may be in excess of insurance coverage therefore provided by the Company at its expense for such purposes), and the Manager may be entitled to indemnification under, and subject to the terms of, the Company's investment agreement and/or other agreements entered into by the Company.

- *Risky and Illiquid Investments.* Real estate and related investments are generally risky and illiquid and there can be no assurance that an investment in the Company will be realized in a timely manner. Illiquidity may result from the absence of an established market for the investments, as well as legal or contractual restrictions on the investment's resale by the Company.

Additionally, investments in private equity funds may be particularly illiquid, as there is often no secondary market in private equity securities and private equity investments often have "lock-up periods" during which an investor may not sell its interests. Reduced issuances of CMBS and other debt securities may harm the real estate market generally or the Company directly. As a result, the Company's ability to sell CRE investments in response to changes in economic and other conditions, could be limited, even at distressed prices. The Internal Revenue Code also places limits on the Company's ability to sell properties in certain circumstances. These considerations could make it difficult for the Company to sell or dispose of any of its assets even if a disposition were in the best interests of its investors. As a result, the Company's ability to vary its portfolio in response to further changes in economic and other conditions may be relatively limited, which may result in losses. In addition, disposing of illiquid investments, particularly investments that are large or complex, may take considerable time and expense, and may be disruptive to managing other assets on behalf of the Company.

- *Operational Risks.* Many investments are subject to operational risks – risks that the internal processes and systems designed to operate a business, property or other entity safely and efficiently are in some fashion inadequate or that the individuals tasked with managing such processes and systems fail to properly carry out their functions.
- *Competition.* The Company faces competition from other real estate investors, some of which have greater financial resources, including U.S. and non-U.S. publicly-traded REITs, insurance companies, commercial and investment banking firms, private institutional funds, hedge funds, private equity funds and other investors and that competition may limit the amount of new investments that the Manager is able to cause the Company to acquire. The Manager may not be able to compete successfully for investments on behalf of the Company. In addition, over the past several years, an increasing number of funds have been formed with investment objectives similar to those of the Company and Managed Vehicles and the number of entities and the amount of funds competing for suitable investments may increase. If these events continue to occur, the Company may experience lower investment performance. There can be no assurance that the Manager will be able to locate and complete investments for the Company that satisfy its respective rate of return objectives or realize upon their values or that the Company will be able to invest fully their available capital, which would have an adverse impact on returns.
- *Joint Ventures.* The Company may enter into joint ventures with third parties to make investments and/or make investments in partnerships or other co-ownership arrangements or participations. Such investments may involve risks not otherwise present with other methods of investment, including, for example, the following risks:
  - the joint venture partner in an investment could become insolvent or bankrupt;
  - fraud or other misconduct by the joint venture partners;
  - decision-making authority may be shared with joint venture partners regarding certain major decisions affecting the ownership of the joint venture and the joint venture property, such as the sale of the property or the making of additional capital contributions for the benefit of the

property, which may prevent the Company from taking actions that are opposed by the joint venture partner;

- the joint venture partner may at any time have economic or business interests or goals that are or that become in conflict with the Company's business interests or goals, including for example the operation of the properties;
- the joint venture partner may be in a position to take action contrary to the Company's instructions or requests or contrary to the Company's policies or objectives; and
- the terms of the joint ventures could restrict the Company's ability to sell or transfer its interests to a third party when it desires on advantageous terms, which could result in reduced liquidity.

Any of the above might subject the Company to liabilities and thus reduce its return on investment with that joint venture partner. In addition, disagreements or disputes between the Company and the joint venture partner could result in litigation, which could increase the Company's expenses and potentially limit the time and effort its and the Manager's officers and directors are able to devote to the Company's business.

- *Manager Risk.* The Company is subject to the risk that the Manager's purchases, sales, and/or management of investments on behalf of the Company may not produce the desired results and may have an adverse impact on the Company. The Company is also subject to the risk that the Manager's internal business structure, reputation or strategic initiatives will limit the Manager from competing successfully for investment opportunities on behalf of the Company or be disruptive to the services provided to the Company.
- *Cyber Security Risk.* As the use of technologies, such as the internet, has become more common in conducting business, the Company may be more susceptible to operational, information security, and related risks in connection with breaches in cyber security. Generally, a cyber security failure may result from either intentional attacks or unintentional events and include, but are not limited to, gaining unauthorized access to digital systems, misappropriating assets or sensitive information, causing the Company to lose proprietary information, corrupting data, or causing operational disruption, including denial-of-service attacks on websites. A cyber security failure could cause the Company and/or the Manager to become subject to regulatory penalties, reputational damage, additional compliance costs associated with corrective measures, and/or financial losses. Cyber security failures may involve third party service providers, joint venture partners, and investments made by, or counterparties in transactions with, the Manager or the Company. The Manager has established policies and procedures reasonably designed to reduce the risks associated with cyber security failures; however, there can be no assurance that these policies and procedures will prevent or mitigate the impact of cyber security failures.
- *Key Personnel Risk.* The Company is subject to the risk that it will lose the services of key personnel. It may be difficult or disruptive for the Company to replace the experience of these key personnel and the relationships they have developed with real estate professionals and financial institutions.
- *Environmental Risks.* As is the case with any holder of real estate investments, the Company could face substantial risk of loss from environmental claims based on environmental problems associated with its investments. The Company might invest in real estate, or mortgage loans secured by real estate, with environmental problems that materially impair the value of the real estate. Under various federal, state and local laws, ordinances and regulations, a current or previous owner or operator of real estate may

be required to investigate and clean up certain hazardous substances released at the property, and may be held liable to a governmental entity or to third parties for property damage and for investigation and cleanup costs incurred by such parties in connection with the contamination. In addition, some environmental laws create a lien on the contaminated site in favor of the government for damages and costs it incurs in connection with the contamination. The presence of contamination or the failure to remediate contamination may adversely affect the owner's ability to sell or lease real estate or to borrow using the real estate as collateral. The owner or operator of a site may be liable under common law to third parties for damages and injuries resulting from environmental contamination emanating from the site. The Company may experience environmental liability arising from conditions not known to it.

### ***Real Estate-Related Risk***

- *Real Estate Risk.* The Company's investments in CRE are subject to risks typically associated with real estate. The value of real estate may be adversely affected by a number of risks, including, without limitation:
  - local, state, national or international economic conditions;
  - real estate conditions, such as an oversupply of or a reduction in demand for real estate space in an area;
  - tenant/operator mix and the success of the tenant/operator business;
  - property management decisions;
  - property location and conditions;
  - property operating costs, including insurance premiums, real estate taxes and maintenance costs;
  - the perceptions of the quality, convenience, attractiveness and safety of the properties;
  - branding, marketing and operational strategies;
  - competition from comparable properties;
  - the occupancy rate of, and the rental rates charged at, the properties;
  - the ability to collect on a timely basis all rent;
  - the effects of any bankruptcies or insolvencies;
  - the expense of leasing, renovation or construction;
  - changes in interest rates and in the availability, cost and terms of mortgage financing;
  - unknown liens being placed on the properties;
  - bad acts of third parties;
  - the ability to refinance mortgage notes payable related to the real estate on favorable terms, if at all;



- changes in governmental rules, regulations and fiscal policies;
- tax implications;
- changes in laws, including laws that increase operating expenses or limit rents that may be charged;
- the impact of present or future environmental legislation and compliance with environmental laws, including costs of remediation and liabilities associated with environmental conditions affecting properties;
- cost of compliance with the Americans with Disabilities Act of 1990;
- adverse changes in governmental rules and fiscal policies;
- social unrest and civil disturbances;
- acts of nature, including earthquakes, hurricanes and other natural disasters;
- terrorism;
- the potential for uninsured or underinsured property losses;
- adverse changes in state and local laws, including zoning laws; and
- other factors which are beyond control.

The value of each property is affected significantly by its ability to generate cash flow and net income, which in turn depends on the amount of rental or other income that can be generated net of expenses required to be incurred with respect to the property. Many expenses associated with properties (such as operating expenses and capital expenses) cannot be reduced when there is a reduction in income from the properties. These factors may have a material adverse effect on the value and return that the Company can realize.

- *Casualty Losses; Uninsurable Losses.* The Manager expects to maintain or cause the Company to maintain comprehensive casualty insurance on its investments, including liability and fire and extended coverage. However, there are certain types of losses, generally of a catastrophic nature, such as earthquakes, floods and hurricanes that may be uninsurable or not economically insurable. The Company may or may not obtain, or be able to obtain, or require borrowers to obtain, terrorism insurance. Inflation, changes in building codes and ordinances, environmental considerations, and other factors also might make it infeasible to use insurance proceeds to replace a property if it is damaged or destroyed. Under such circumstances, the insurance proceeds, if any, might not be adequate to restore the economic value of the property, which might impair the Company's security and decrease the value of the property. For debt investments, the Company is subject to risks of borrower defaults, bankruptcies, fraud, losses and special hazard losses that are not covered by standard hazard insurance.
- *Financial Condition of Tenants or Operators.* Real estate investments made by the Company may be adversely affected by financial difficulties experienced by any of its major tenants/operators, including bankruptcy, insolvency or a general downturn in the business, or in the event that any of the major tenants/operators do not renew or extend their relationship with the Manager as their lease terms expire.

The Company is exposed to the risk that the tenants/operators of properties in which they invest may not be able to meet their obligations to the Company or other third parties, which may result in their bankruptcy or insolvency. Although the leases and loans permit the Manager and the Company to evict a tenant/operator, demand immediate repayment and pursue other remedies, bankruptcy laws afford certain rights to a party that has filed for bankruptcy or reorganization. A tenant/operator in bankruptcy may be able to restrict the Manager's ability to collect unpaid rents or interest on behalf of the Company during the bankruptcy proceeding. Furthermore, dealing with a tenant/operator's bankruptcy or other default may divert the Manager's attention and cause the Company to incur substantial legal and other costs. Certain tenants/operators/advisors may operate or manage properties of the Manager's competitors, which may create conflicts of interests that may harm the Company. Furthermore, joint venture partners may manage other properties on behalf of other firms which could create additional conflicts of interest.

### ***CRE Debt and Securities Risk***

- *CRE Debt and Securities.* CRE debt and securities investments are generally directly or indirectly secured by a lien on real property. The occurrence of a default on a CRE debt investment could result in the Company acquiring ownership of the property. The Manager does not know whether the values of the properties ultimately securing CRE debt and ultimately securing the mortgage loans underlying CRE securities will remain at the levels existing on the dates of origination of these underlying mortgage loans and the dates of origination of the loans ultimately securing the CRE securities, as applicable. If the values of the properties drop, the risk will increase because of the lower value of the collateral and reduction in borrower equity associated with the related loans. In this manner, real estate values could impact the values of CRE debt and securities investments. CRE equity investments may be similarly affected by real estate property values. Therefore, CRE equity, debt and securities investments are subject to the risks typically associated with real estate.
- *Subordinate Debt Investments.* Certain of the Company's investments may consist of loans or securities, or interests in pools of securities, which are subordinated or may be subordinated in right of payment and ranked junior to other securities issued by, or loans made to obligors. If an obligor experiences financial difficulty, holders of its more senior securities will be entitled to payments in priority before the Company. After repaying the senior creditors, such obligor may not have any remaining assets to repay its obligations to remaining investors. Where debt senior to the Company's debt investments exists, the presence of inter-creditor arrangements may limit the Company's ability to amend its debt agreements, assign its debt, accept prepayments, and exercise remedies (through standstill periods) and control decisions made in bankruptcy proceedings relating to its borrowers. As a result, the Company may not recover some or all of its investment. In addition, real properties with subordinate debt may have higher loan-to-value ratios than conventional debt, resulting in less equity in the real property and increasing the risk of loss of principal and interest.
- *Commercial Mortgage Backed Securities Risk.* The Company may invest in a variety of CMBS, including subordinate securities that are subject to the first risk of loss if any losses are realized on the underlying mortgage loans. CMBS entitle the holders thereof to receive payments that depend primarily on the cash flow from a specified pool of commercial mortgage loans. The CMBS that the Company acquires and the mortgage loans underlying its CMBS investments are subject to the ability of the property owner to generate net income from operating the property as well as the risks of delinquency and foreclosure. The ability of a commercial mortgage borrower to repay a loan secured by an income-producing property, such as a multifamily or commercial property, typically is dependent primarily upon the successful operation of such property rather than upon the existence of independent income or assets of the borrower. If the net operating income of the property is reduced, the borrower's ability to repay the loan may be impaired. Consequently, CMBS will be adversely affected by payment defaults,

delinquencies and losses on the underlying CRE loans, which led to the financial crisis of 2007-2008, and which may reoccur under similar circumstances.

Furthermore, if the rental and leasing markets do not continue to improve, including by increasing occupancy rates and increasing market rental rates, it could reduce cash flow from the loan pools underlying the Company's CMBS investments. The CMBS market is dependent upon liquidity for refinancing and will be negatively impacted by a slowdown in the new issue CMBS market. Net operating income of an income-producing property can be affected by, among other things, tenant mix, success of tenant businesses, property management decisions, property location and condition, competition from comparable types of properties, changes in laws that increase operating expense or limit rents that may be charged, any need to address environmental contamination at the property, the occurrence of any uninsured casualty at the property, changes in national, regional or local economic conditions or specific industry segments, declines in regional or local real estate values, declines in regional or local rental or occupancy rates, increases in interest rates, real estate tax rates and other operating expenses, changes in governmental rules, regulations and fiscal policies, including environmental legislation, acts of God, terrorism, social unrest and civil disturbances.

Most commercial mortgage loans underlying CMBS are effectively nonrecourse obligations of the borrower, meaning that there is no recourse against the borrower's assets other than the underlying collateral. In the event of any default under a mortgage loan held directly by the Company, the Company will bear a risk of loss of principal to the extent of any deficiency between the value of the collateral (or their ability to realize such value through foreclosure) and the principal and accrued interest of the mortgage loan, which could have a material adverse effect on the Company. In the event of the bankruptcy of a mortgage loan borrower, the mortgage loan to such borrower will be deemed to be secured only to the extent of the value of the underlying collateral at the time of bankruptcy (as determined by the bankruptcy court), and the lien securing the mortgage loan will be subject to the avoidance powers of the bankruptcy trustee or debtor-in-possession to the extent the lien is unenforceable under state law. Foreclosure of a mortgage loan can be an expensive and lengthy process, which could have a substantial negative effect on the anticipated return on the foreclosed mortgage loan.

- *Collateralized Debt Obligations.* CDOs are multiple class securities secured by pools of assets, such as CMBS, mortgage loans, subordinate mortgage and mezzanine loans and REIT debt. Like typical securitization structures, in a CDO, the assets are pledged to a trustee for the benefit of the holders of the CDO bonds. Like CMBS, CDO notes are affected by payments, defaults, delinquencies and losses on the underlying loans or securities. To the extent the Company retains or invests in the equity interests of a CDO, it is entitled to all of the income generated by the CDO after the CDO pays all of the interest due on the senior securities and its expenses. There may be little or no income or principal available to the holders of CDO equity interests if defaults or losses on the underlying collateral exceed a certain amount. In that event, the value of investments in any equity interest of a CDO could decrease substantially. In addition, the equity interests of CDOs are illiquid and often must be held by a REIT and because they represent a leveraged investment in the CDO's assets, the value of the equity interests will generally have greater fluctuations than the value of the underlying collateral.
- *Credit Spread Risk.* The Company's investments in CRE loans are subject to changes in credit spreads. When credit spreads widen, the economic value of such investments decrease. Even though such an investment may be performing in accordance with its terms and the underlying collateral has not changed, the economic value of the investment may be negatively impacted by the incremental interest foregone from the widened credit spread.

- *Market Volatility and Due Diligence Risk.* Periods of market volatility and lack of liquidity may make the valuation process pertaining to certain of the Company's assets difficult, particularly any CMBS assets for which there was limited market activity. The Manager's estimate of the value of these investments will be primarily based on active issuances and the secondary trading market of such securities as compiled and reported by independent pricing agencies. The Manager's estimate of fair value, which will be based on the notion of orderly market transactions, requires significant judgment and consideration of other indicators of value such as current interest rates, relevant market indices, broker quotes, expected cash flow and other relevant market data as appropriate. The Manager's estimates could be wrong and there is a heightened risk of this during challenging and volatile market environments. The amount that the Company could obtain if the Manager were forced to liquidate securities investments into the current market could be materially different than management's best estimate of fair value.

### ***Private Equity Investments Risk***

- *General Risks.* The Company may be subject to the risks of investments in private equity-style real estate funds ("PE Investments"). PE Investments in general are subject to a variety of risks, including, without limitation, risks related to: (i) the ability of management to successfully select investment opportunities; (ii) general economic conditions; and (iii) the ability of the portfolio funds to liquidate investments on favorable terms or at all. In addition, PE investments are generally illiquid because there is a limited or no secondary market in which to sell the PE investments and any such sale is subject to the consent of the general partner of the portfolio fund. The Company may invest in a portfolio fund that is sponsored and/or managed by RXR. The structure of a private equity transaction may also increase the use of leverage and risks related thereto. In addition, certain private equity investments may involve co-investments by the Company, which may create conflicts of interest.
- *Third Party Co-Investment Risk.* The Company may co-invest with third parties. These transactions potentially raise conflicts of interest. For example, the Company may co-invest with certain RXR or Colony NorthStar sponsored funds, current limited partners of clients of CCIA, RXR or other market participants with which Colony NorthStar, Manager, or an affiliate, has important business relationships, and such relationships could influence the decisions made by Manager and/or Colony NorthStar with respect to the purchase or sale of such investments. Further, such third parties could have interests that may be contrary to the Company's investment objective or which may conflict with the Company's interest. In those circumstances where such third parties involve a management group, such third parties may receive compensation relating to such investments, including incentive compensation arrangements. There can be no assurance that the foregoing will not have an adverse impact on the Company's ability to find, consummate and/or exit investments.

### **Investing in New York Metropolitan Area Risks**

- *Economic Cycles Risk.* The Company expects to use net proceeds of its offering to acquire high-quality commercial real estate concentrated predominantly in New York City and elsewhere in the New York metropolitan area, as well as CRE debt and securities investments secured primarily by collateral in the New York metropolitan area. Because of the anticipated concentration of our assets in the New York metropolitan area, any adverse situation that disproportionately affects the New York metropolitan area, including a worsening of the current economy, would have a magnified adverse effect on the Company's portfolio.
- *Terrorist Attack Risk.* The Company anticipates having significant investments in the New York metropolitan area, primarily in New York City. In the aftermath of a terrorist attack or other events adversely affecting the New York metropolitan area, tenants in these areas may choose to relocate their businesses to less populated, lower-profile areas of the United States that may be perceived to be less

likely targets of future terrorist activity or areas not subject to or likely to be affected by the similar adverse events and fewer customers may choose to patronize business in these areas. This in turn would trigger a decrease in the demand for space in those areas, which would increase vacancies in the Company's properties and force it to lease space on less favorable terms. As a result, the value of its properties and the level of its revenues and cash flow could decline materially.

- *Concentration in Large Properties Risk.* The Company anticipates having a concentration of investments in New York City, where the cost of investing in individual properties may be substantially higher than in other geographic areas in the United States or abroad. The Company may acquire one or more individual properties with high acquisition costs. As a result, the Company's portfolio may be concentrated in few properties of substantial size and therefore any adverse operating results at any one property could have a significant effect on its financial condition.

## **Item 9: Disciplinary Information**

Not applicable.

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

The Manager is an indirect subsidiary of Colony NorthStar, a global real estate and investment management firm publicly traded on the New York Stock Exchange. The affiliation between the Manager and Colony NorthStar may create potential conflicts of interest for the Manager, including with respect to instances where the investment strategy of Colony NorthStar's balance sheet overlaps with the investment strategies of the Managed Vehicles. The Manager has implemented policies and procedures to mitigate or avoid potential conflicts of interest with Colony NorthStar.

The Manager is affiliated with the Affiliated Advisers, which are indirect subsidiaries of Colony NorthStar and registered investment advisers. The advisory businesses of the Affiliated Advisers consists of advising Managed Funds, Managed REITs, and closed-end management investment companies registered under the Investment Company Act. The Manager may share investment personnel and resources with the Affiliated Advisers and affiliates of Colony NorthStar, and will devote such time as shall be necessary to conduct the business affairs of Clients in an appropriate manner. Personnel of the Manager will accordingly work on several projects at any time and, therefore, conflicts may arise in the allocation of personnel and other management resources. The Manager and its affiliates are not required to manage any one Client as its sole and exclusive function, and the Manager and its affiliates, including Colony NorthStar, and their respective agents, officers, directors and personnel may engage in or possess any interests in business ventures and may generally engage in other activities independently or with others, including the rendering of advice or services of any kind to other investors and the making or management of other investments or other investment Clients. In some cases, the Manager or its affiliates may have business arrangements with related persons/companies that are material to its advisory business or to the Clients. In some cases, these business arrangements may create a potential conflict of interest, or appearance of a conflict of interest between the Manager, the Affiliated Advisers and the Clients. The businesses of the Affiliated Advisers are not covered under this Brochure, and more information about such advisory businesses are available in the Form ADV filings for those firms.

The Manager receives reimbursements from affiliated entities to provide accounting and other services to the Company and to manage properties in which the Company invests. The Manager may have incentives to select the services of affiliated entities or entities involved in strategic relationships, even if such services could be provided as well by other entities. The Company is also obligated, subject to certain limitations, to reimburse

the Manager for certain costs incurred by the Manager or its affiliates, such as personnel and other overhead expenses.

The Manager's investment professionals devote time to the management of multiple Managed Vehicles, which may impact allocations of management resources. In addition, a Managed Vehicle may have an investment mandate that is similar to and/or overlapping with the investment mandates of other Managed Vehicles, which may create conflicts in the allocation of investment opportunities between Managed Vehicles. Investment opportunities sourced by the Manager's investment professionals are allocated to one or more Managed Vehicles of the Manager in accordance with the allocation policy adopted by the Manager and the Affiliated Advisers and approved by each Managed Vehicle from time to time. (See Item 12: Brokerage Practices— Allocation Policy.)

The Manager's investment professionals may recommend that Clients invest in, or engage in transactions with, other Managed Vehicles or affiliates of Colony NorthStar. The investment professionals of the Manager have an incentive to favor investments in or between, or corporate combinations, reorganizations or other transactions between or among, such entities that may increase the Manager's overall remuneration.

## **Item 11: Code Of Ethics, Participation Or Interest In Client Transactions And Personal Trading**

### **Code of Ethics**

The Manager has adopted a Joint Code of Ethics (the "Code") that applies to all of the Manager's personnel. This Code describes the standard of conduct that the Manager requires of all of its personnel and describes certain restrictions on activities such as personal trading, receipt of material, non-public information, and engaging in outside business activities. Compliance with the Code is a condition of employment for all of the Manager's personnel, and a serious violation of the Code or its related policies may result in serious reprimand, up to and including dismissal. Certain key provisions of the Code are summarized below. The Manager will provide a copy of the Code to any client or prospective client upon request.

### **Personal Trading**

Personnel considered "access persons" within the meaning of Rule 204A-1 under the Advisers Act may purchase and sell for their own accounts the same securities purchased or sold on behalf of Clients. However, given the nature and size of the real estate investments made on behalf of Clients, such personal trading activity is not expected to be likely. Notwithstanding the probability of such activity, because the Code permits personnel to invest in the same securities as Clients, there is a possibility that personnel might benefit from market activity by a Client in a security or other investment held by an employee. To mitigate this possible conflict of interest and others that may arise, the Manager has established policies requiring "access persons" to obtain pre-clearance before investing in certain reportable securities such as initial public offerings and private placements (including private equity fund and hedge fund investments). In addition, the Manager monitors for conflicts of interest on a periodic basis and will not allow any of its "access persons" to buy or sell securities for their own accounts at or about the same time that the Manager buys or sells securities or other investments for Clients if the Manager feels that there is a possibility that the personal trade would benefit from the Manager's investment activities.

All personnel of the Manager and the Affiliated Advisers are required to annually certify that they have complied with the Code and the Manager's access persons are required to make annual reports regarding

their personal securities account holdings and quarterly reports regarding their personal securities trading activity.

### **Participation or Interest in Client Transactions**

The Manager's personnel must obtain prior permission of the CCO or designee for certain transactions that appear to pose a conflict of interest or otherwise appear improper. In particular, all personnel of the Manager must have written pre-clearance for all transactions involving initial public offerings and private placements before completing the transactions. The Manager and the Affiliated Advisers maintain one or more lists of restricted securities in which the Manager or an Affiliated Adviser may have material non-public information. All personnel of the Manager are prohibited from trading in issuers on the restricted list unless specifically approved by the CCO or designee.

### **Gifts and Entertainment**

The Manager has policies in place governing the types and value of gifts and forms of entertainment that its personnel may accept from broker-dealers, vendors, current or prospective clients.

### **Cross-Trades and Principal Transactions**

From time to time the Manager may execute cross trades among Clients. The Manager only will execute cross trades between client accounts when such a transaction is reasonably expected to be advantageous to both participants. Any such transactions must be in accordance with applicable law, Governing Documents and the Manager's internal policies and procedures. The Manager may, in certain instances, receive a fee in connection with cross trades among Clients. If a fee is charged in connection with a cross trade, the Manager provides information on the fee related to the cross trade to the board of directors of the applicable Client for approval.

The Manager may also from time to time execute principal trades between its Clients and the balance sheet of Colony NorthStar, the Manager's parent company. The Manager may also be considered to be engaging in a principal transaction if it were to enter into a transaction between the Company and another client advised by the Manager or an affiliate or Colony NorthStar. In cases where the Manager would be deemed to be engaging in a principal transaction, the Manager will disclose to any applicable Clients the capacity in which it or an affiliate is acting and obtain such Client's consent before the completion of each transaction. Principal transactions also create potential conflicts of interest, including conflicts related to pricing and execution costs of the transaction. The Manager will take steps to manage or avoid conflicts of interest when engaging in such transactions in accordance with applicable law.

### **Other Conflicts**

The Manager and the Affiliated Advisers manage investments on behalf of different Clients. Certain Clients have investment programs that are similar or may overlap and may, therefore, participate with each other in (or compete for) investments. Because of the diversity of investment strategies and objectives, risk tolerances, capital positions, tax situations and differences in the timing of capital contributions and withdrawals, there will be differences in invested positions held or investment appetites among Clients. Any allocation of investments among Clients by the Manager or an Affiliated Adviser will be made in a manner consistent with each Client's investment objectives. Investment decisions and allocations are not necessarily made in parallel among all of the Clients. In all cases, allocation requirements (if any) set forth in Clients' Governing Documents will control. The Manager or an Affiliated Adviser in its sole discretion may allow multiple Clients to co-invest in a particular investment, based upon a variety of factors including, among other factors, investment strategy, mandate or area of focus; risk management (e.g., volatility, liquidity,

diversification and concentration in light of each Client's existing portfolio and investment pipeline); fund restrictions or limitations; tax or legal considerations; and cost or availability of financing. Because the Manager or an Affiliated Adviser may allocate a particular investment among Clients unequally, Clients may produce results that are materially different from one another. (See Item 12: Brokerage Practices--Allocation Policy.)

## **Item 12: Brokerage Practices**

### **Transaction Execution and Broker-Dealer Selection**

The Manager seeks to minimize the cost and expense of investment transactions effected on behalf of Clients while also seeking to achieve the most efficient structure of such investments, taking into account, among other things, tax, regulatory and client-specific considerations. These costs and expenses may vary, and transactions may be effected differently for one Client than another, as a result of various factors, including, without limitation, the location of a Client, the location and nature of the particular investment involved, and other client-specific considerations. The Manager and an Affiliated Adviser may aggregate assets among Clients in connection with a portfolio sale in order to seek best execution for each Client. In such instances, the applicable Client shares transaction expenses on a pro-rata basis.

The Manager may use unaffiliated brokers, which are selected on the basis of: (i) the reasonableness of such brokers' commissions relative to others offering similar services; and (ii) the ability of such brokers to obtain best execution. Not all portfolio transactions require or involve a broker-dealer. When it is deemed necessary or appropriate to involve a broker-dealer in portfolio transactions for Clients, such transactions will be allocated to brokers and dealers on the basis of the Manager's best execution policies. The factors considered in selecting and approving brokers-dealers that may be used to execute trades for Clients' accounts include, but are not limited to: (i) the reasonableness of the broker-dealer's commissions relative to others offering similar services; (ii) the ability of such broker-dealer to execute a transaction efficiently and appropriately; (iii) the broker-dealer's general expertise and background; (iv) the type and size of the transaction involved; (v) the stability or solvency of the service provider or counterparty; (vi) settlement capabilities; (vii) time required to complete the role sought; and (viii) research services or any arrangements relating to overall performance in the best interest of the client.

### **Allocation Policy**

The Manager will allocate investment opportunities that may be suitable for Clients and Colony NorthStar in accordance with Colony NorthStar's investment allocation policy. The investment allocation policy, described in further detail below, seeks to ensure that investment opportunities are allocated in a fair and equitable manner over time, consistent with the Manager's fiduciary duty to Clients and in a manner that is consistent with each of its Client's particular characteristics, including their investment objectives, restrictions and risk profile. Generally, as a fiduciary, the Manager is prohibited from making investment allocation decisions solely based on any of the following considerations, which include but are not limited to: (i) unduly favoring one client (or group of clients) at the expense of another, including any proprietary or personal accounts of its associated persons or affiliates of the Manager; (ii) generating higher fees paid by one client (or group of clients) over another or to produce greater performance compensation to the Manager; (iii) compensating a Client (or group of Clients) for past services or benefits rendered to the Manager or to induce future services or benefits to be rendered to the Manager; and (iv) managing or equalizing investment performance among different Clients (or group of Clients).

When making investment allocation decisions regarding a suitable investment for one or more Clients, the Manager will take into account, without limitation: (i) investment objectives, dedicated mandates, strategy and criteria; (ii) current and future cash requirements of the investment and the client; (iii) the effect of the



investment on the diversification of the portfolio, including by geography, size of investment, type of investment and risk of investment; (iv) leverage policy and the availability of financing for the investment by each client; (v) anticipated cash flow of the investment to be acquired; (vi) income tax effects of the investment; (vii) the size of the investment; (viii) the amount of funds available for investment; (ix) ramp-up or draw-down periods; (x) cost of capital; (xi) risk return profiles; (xii) targeted distribution rates; (xiii) anticipated future pipeline of suitable investments; (xiv) the expected holding period of the investment and the remaining term of the client, if applicable; (xv) legal, regulatory or tax considerations, including any conditions of an exemptive order; (xvi) affiliate and/or related party considerations; and (xvii) whether a client has other sources of investment opportunities outside of the Manager. If it is determined that an investment is most suitable for a particular client, the investment will be allocated to such client. If it is determined that an investment is equally suitable for two or more Clients, then the Manager may allocate the investment among such Clients on a rotational basis. In general, a rotational allocation methodology means that if a client has been previously allocated an investment as a result of the rotational process, it may be skipped in the rotation until all other Clients for which a particular investment is equally suitable have been allocated an investment. Subject to regulatory restrictions, SEC guidance and any exemptive orders obtained by one or more Managed Vehicles (as applicable), the Manager may deem it appropriate for the Company or Future Clients and one or more other Managed Vehicles to co-invest in an investment opportunity (based on available capital, among other relevant factors, to the extent required). The decision of how any potential investment should be allocated among Clients in many cases may be a matter of highly subjective judgment, which will be made by the Manager in its sole discretion; such transactions are not required to be presented to Clients' board of directors for approval, and there can be no assurance that any conflicts will be resolved in a Client's favor.

The Manager and/or the Affiliated Advisers may revise the investment allocation policy and may in the future change then-existing, or adopt additional, conflicts of interest resolution policies and procedures designed to support the fair and equitable allocation of investments and to prevent the preferential allocation of investment opportunities among entities with overlapping investment objectives.

### **Item 13: Review of Accounts**

The Manager utilizes a team that is responsible for performance monitoring and reporting, financial risk management and all non-real estate aspects of the Company such as corporate, legal, tax, accounting, financing, hedging and cash distribution. The team also monitors the due diligence process applicable to potential investments for the Company, transaction structuring, acquisition budgets and transaction documentation. Additionally, the Manager has investment committee(s) that approves each investment (or other significant investment-related or corporate activity) made on behalf of a Company and the allocation of those investments, as discussed in Item 12.

Currently, the Company files publicly with the SEC unaudited reports on a quarterly basis, providing summary financial and other information about the Company, and audited financial statements of the Company annually. The Manager may provide certain investors with information on a more frequent and detailed basis if agreed to by the Manager. The Manager may advise accounts in the future that do not publicly file quarterly and annual financial statements.

### **Item 14: Client Referrals And Other Compensation**

The Manager generally does not engage any parties to solicit clients, nor does it receive compensation from sources other than the Company for providing advice to the Company; however, the Manager may enter into arrangements with, and compensate solicitors for client referral activities. These solicitation

arrangements will be fully disclosed to clients and will comply with the requirements of Rule 206(4)-3 of the Advisers Act.

Additionally, the Manager may engage, or cause its Clients to engage and compensate placement agents for introducing Clients to, and to market and sell interests or shares in Clients to, prospective investors, in such client. The Manager requires placement agents to have all appropriate licenses and registrations to conduct their business, including when applicable, to be registered as broker-dealers with the SEC and to be members of FINRA. Subject to its duty to obtain best execution, the Manager may take such introductions into account as a factor in the selection of brokers to execute portfolio transactions for Managed Vehicles.

#### **Item 15: Custody**

In connection with the management of investments for Clients, the Manager may have, or may be deemed to have, custody of a Client's funds or securities. Rule 206(4)-2 under the Advisers Act (the "Custody Rule"), which defines custody as holding client securities or assets or having any authority to obtain possession of them, including the authority to withdraw funds or securities from a client's accounts or ownership of or access to client funds or securities (such as through fee deductions).

The Manager expects that each Client for which it is deemed to have custody will: (i) be audited at least annually by an independent public accountant; and (ii) distribute its audited financial statements prepared in accordance with generally accepted accounting principles to its investors within 120 days of its fiscal year-end. Investors should contact the Manager if they fail to receive such financials timely.

#### **Item 16: Investment Discretion**

As a general rule, the Manager receives discretionary investment authority from each Client at the outset of an advisory relationship. Depending on the terms of the Client's asset management or advisory agreement, the Manager's authority may include the ability to select brokers and dealers through which to execute transactions on behalf of the relevant Client, and select the commission rates, if any, at which transactions are effected. In making decisions as to which securities are to be bought or sold and the amounts thereof, the Manager is guided by the mandate selected by the Client and any investment guidelines or restrictions imposed by the Client. The Manager generally is not required to provide notice to, consult with, or seek the consent of the Clients prior to engaging in transactions that fall within a Client's approved investment guidelines.

#### **Item 17: Voting Client Securities**

Due to the nature of the Manager's investment programs, the Manager does not ordinarily receive proxy voting proposals with respect to listed equity securities. However, the Manager may, from time to time, receive amendments, consents or resolutions applicable to investments held by Clients (collectively, "proxies"), and is generally granted authority to vote and consent on such matters on behalf of Clients. In addition, the Manager's portfolio managers and/or investment management teams are required to remain aware of any proxy that requires a vote, consent or election. Further, the Manager's portfolio managers and/or investment management teams determine the appropriate manner in which such proxy shall be voted, including circumstances in which it is most appropriate to abstain from voting, and maintain documentation of how each proxy was voted and provide such documentation to the CCO or designee periodically.

The Manager seeks to vote Clients' Proxies in the best interest of that Client and in a manner consistent with its fiduciary duties and has adopted proxy voting policies and procedures designed to ensure that Proxies are properly voted and that any conflicts of interest are addressed appropriately. Due to the difficulty of predicting and identifying material conflicts, the Manager relies on its personnel, such as portfolio managers and/or

investment management teams, to notify the CCO or designee of material conflicts that may impair the Manager's ability to vote Proxies appropriately. The Manager may have conflicts of interest, for example, where it has a substantial business relationship with a company and a failure to vote in favor of a company management could harm the Manager's relationship with company management. If a material conflict exists, the Chief Compliance Officer or designee will take such steps as he or she deems necessary in order to determine how to vote the proxy in the best interests of the client, including, but not limited to, consulting with the legal department, outside counsel, a proxy consultant or the investment professionals responsible for the relevant portfolio investment. In each instance, when exercising its voting discretion, the Manager seeks to avoid any direct or indirect conflict of interest between Clients and its voting decision. One client's best interests with respect to a proxy vote may diverge from the interests of other Clients, joint venture partners, the Manager and/or the Manager's affiliates. This may result in the Manager casting votes for one Client that differs from votes cast for other Clients or in the Manager taking other steps to mitigate any conflicts that may arise. In no event, however, will the Manager be obligated to vote, or refrain from voting its own securities, securities held by another client or securities held by an affiliate or joint venture partner in a manner that is inconsistent with the Manager's view as to the best interests of such holders, simply because a Client has a differing interest.

A copy of the Manager's proxy voting policy and information with respect to any specific proxy votes submitted on behalf of the relevant Client may be obtained by contacting our CCO.

#### **Item 18: Financial Information**

Not applicable.