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**INVESTMENT ADVISORY DISCLOSURES FORM ADV PART 2**

**Item 1: Cover Page**

This brochure (“**Brochure**”) provides information about the qualifications and business practices of Titan Fund Management, LLC (the “**Manager**”). If you have any questions about the contents of this Brochure, please contact us at the email address above. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“**SEC**”) or by any state securities authority.

The Manager is an investment adviser that is registered with the U.S. Securities and Exchange Commission. Registration of an investment adviser does not imply a certain level of skill or training. The oral and written communications of an adviser provide you with information about which you determine to hire or retain an adviser.

Additional information about the Manager also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Click on the “Investment Adviser Search” link and then search for “Investment Adviser Firm” using the Manager’s IARD number, 290562.

## Item 2: Material Changes

This Brochure is dated August 11, 2020. The following are the material changes since the date of our last annual update and brochure revision, dated March 20, 2020:

- Drew Dolan, a former member of the executive committee of the Manager, left his position with the Manager to pursue other interests, effective July 15, 2020. Drew Dolan remains a beneficial owner of the Manager, but in a passive position. [Item 4]
- Adam James has been appointed as the Chief Compliance Officer of the Manager, effective August 26, 2019.
- The contact information for the Manager has been updated to its Albuquerque, New Mexico office. [Item 1]
- James Coe Schlicher, a former member of the executive committee of the Manager, left his position with the Manager to pursue other interests, effective July 2, 2019. James Coe Schlicher remains a beneficial owner of the Manager, but in a passive position. [Item 4]
- A new risk factor addresses the uncertainty surrounding the impact of a novel strain of coronavirus (COVID-19) on the U.S. and international economies, the Manager, and Titan Development Real Estate Fund I LP (“**Titan Development**”). [Item 8]

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#### Item 4: Advisory Business

The Manager, whether itself or through affiliates, has been in the business of real estate development and construction projects since 2017. Beginning in 2017, the Manager has arranged to manage real estate portfolio assets including certain assets that may be considered to be securities. The Manager seeks to use its expertise, partnerships with best-in-class operators, strong local relationships, and vertically-integrated structure to capitalize on its existing, diverse pipeline of full development projects as well as invest opportunistically in secondary and tertiary markets, defined roughly as below the top 10 largest markets.

The Manager's principal owners are Kevin Reid, Ben Spencer, Andrew Dolan, James Coe Schlicher and Kurt Browning. The Manager currently manages one investment fund (the "**Fund**"), which invests in real estate projects through purchases of real estate assets, including real estate securities and short-term securities; no offering of the Fund's securities is made by this Brochure. The Manager was engaged to provide its services by the Fund's general partner (the "**General Partner**"), an affiliate of the Manager. The General Partner operates under the Manager's SEC registration as if it were registered itself, and certain disclosures in this Brochure pertain to the General Partner. The General Partner's principal owners are Kevin Reid, Ben Spencer, Andrew Dolan, Kurt Browning, and James Coe Schlicher. Kevin Reid, Ben Spencer, and Kurt Browning have officer roles with the Manager. The depth of real estate expertise within the management team and their strong strategic relationships in the target markets are intended to produce a strong project and investment pipeline. The team's significant experience in deal sourcing and structuring, construction, development, asset management, and optimal asset disposition creates an efficient, vertically-integrated structure that the Manager believes is well-positioned to execute the Manager's investment strategy.

The Manager is responsible for all significant aspects of the Fund's investment activities including, (i) selecting portfolio investments, (ii) structuring, negotiating, and executing the Fund's portfolio investments, and conducting activities relating to the acquisition, development, financing, leasing, and disposition thereof and (iii) formulating and executing exit strategies for portfolio investments. The Manager, together with the General Partner which oversees its services to the Fund, (i) will have the full power and authority to act for, and on behalf of, the Fund, (ii) will use its resources to identify real estate projects that present attractive opportunities for investment by the Fund, (iii) will make investment decisions on behalf of the Fund, and (iv) will be responsible for negotiating the terms of each portfolio investment. The Manager is also responsible for the day-to-day management of the Fund's business and affairs.

The Manager advises on only limited types of investments. Specifically, the Manager advises primarily on real estate and real estate-related investments, and on short-term and cash management investments in securities or other short-term holdings intended primarily to preserve capital with respect to a portion of the portfolio.

The Manager tailors its advice to its particular client. For the Fund, the Manager tailors its advice to the Fund and not to the investors in the Fund. The Fund is subject to certain investment restrictions and it is expected that the Manager may agree with other clients that engage the Manager, if any, to mutually agreed investment restrictions.

The Manager participates in no wrap fee programs.

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

The Manager charges a fee-based management and it or its affiliate (the General Partner) accepts carried interest that is based on the performance of the Fund.

**Management Fee.** The General Partner generally receives an annual management fee collected monthly in arrears equal to 2% per year of capital commitments until the end of the commitment period (that is, the several years' period during which the focus is on finding projects and investments and calling investors' capital in order to make investments). After that period, the management fee generally changes to an annual rate of 0.6% of unreturned capital contributions (that is, generally, amounts that remain invested in projects and other investments). The General Partner may assign the management fee to the Manager.

**Carried Interest.** The General Partner accepts carried interest, which is based on the performance of the Fund. In managing the Fund, the Manager may have a conflict of interest arising from its incentive to cause the Fund to make unnecessarily risky investments in order to generate a larger carried interest. The Manager seeks to mitigate this conflict of interest by adopting investment process and personnel oversight that emphasize long-term investor relationships rather than short-term accrual of carried interest, and by implementing a General Partner clawback that provides the General Partner a disincentive to take unnecessary risks because it may be responsible for returning certain amounts if the Fund has losses. The carried interest generally involves the following:

*Preferred Return.* The Fund's limited partners earn a "preferred return" on their funded but unreturned capital (generally, amounts that remain invested by the Fund) equal to 8%, exclusive of unreturned capital used to pay for Fund expenses, beginning at the time such funds are contributed by investors.

*General Partner Carried Interest.* Following the payment to Fund investors of the preferred return and the return of the amount of their capital contributions, the General Partner will receive a 20% carried/promoted interest until such time that the Fund investors have received a 12% internal rate of return and then the General Partner will receive a 50% carried/promoted interest.

This is only a general description and does not reflect all complexities and calculations, and must not be relied upon in calculating the General Partner's or Manager's compensation. The specific terms of compensation are definitively set out in the Fund documents.

The General Partner or the Manager calculates and causes the payment by the Fund of the management fee and the allocation or distribution of carried interest.

The Fund will incur various other expenses, as disclosed in the offering materials relating to the Fund. The Fund will incur brokerage costs, including real estate brokerage and other real estate transaction costs, as well as transaction costs in connection with short-term securities and other securities transactions. *See Item 12, "Brokerage Practices."*

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

As discussed in Item 5 above, the General Partner accepts carried interest in the Fund, which is based on the performance of the Fund, and the Manager may agree with other clients from time to time to other carried interest or performance-based compensation arrangements. The General Partner or Manager may from time to time manage a fund or account that is not subject to carried interest; in such event, the General Partner or Manager has an incentive to favor the account that provides for carried interest or performance-based compensation, due to the potentially greater financial gains to it from such arrangements. The General Partner or Manager will seek to mitigate this conflict of interest by adopting policies in support of the equitable allocation of investment opportunities among like accounts.

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

The Manager currently offers investment advisory services only to the Fund. The Fund is a private investment pool that is not registered as an investment company with the SEC and invests primarily in real estate-related assets. Fund investors are required to review various offering materials, sign subscription documentation, and take other required steps. No offering of the Fund's securities is made by this Brochure. The Manager may, but does not undertake to, offer other funds or investment advisory services in the future.

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

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

The Manager seeks to use its expertise, partnerships with best-in-class operators, strong local relationships, and vertically-integrated structure to capitalize on its existing, diverse pipeline of full development projects as well as invest opportunistically in secondary and tertiary markets, defined roughly as below the top 10 largest markets.

The Manager will focus partially on projects to be developed by its affiliate, Titan Development and other affiliates along with other sources that meet the Manager's investment criteria, as well as on value-added acquisition of existing projects that offer immediate or near term cash flow, additional, incremental cash flow potential, combined with development, or near development-level, overall returns. The Manager has already sourced and identified the majority of currently foreseen projects for investment as a result of the relationship with Titan Development.

However, for those that are not yet identified, both bottom up and top down deal sourcing methods will be employed. Primary bottom up sources will include Titan Development and its affiliates and operating partners. Secondary bottom up sources will include bankers, institutional and private investors, brokers, municipal officials, and various other strategic relationships. A comprehensive, top-down approach will also be utilized to source deals through analysis of macroeconomic trends and a thoughtful approach to individual markets including demographic, penetration, and competitive analyses of the geographic markets and industry sectors.

### *Geographic Focus*

Investments may be focused in the secondary and tertiary markets in which the Manager is located and already has experience, primarily in New Mexico, Texas, and Florida through its development and construction activity and the conduct of affiliates. Other markets may also be contemplated as fundamentally strong opportunities arise. The Manager will focus on these emerging opportunities where it expects an investment could realize greater value rather than in primary markets in which the Manager believes there to generally be increased competition and higher risk of inflation and oversupply. In the Manager's view, secondary and tertiary markets are typically less volatile in downturns and have a lower cost of living, strong growth potential, and lower entry costs than the larger markets.

### *Targeted Portfolio Composition*

Investments that the Manager expects to target primarily include full development projects of multi-family, industrial, senior living, and self-storage. Various other opportunistic investments will also be contemplated as fundamentally strong opportunities arise. The Manager's affiliates have developed a track record of identifying and capitalizing on opportunistic investments such as value-add acquisitions, distressed assets, portfolio acquisitions, build-to-suit opportunities, joint ventures, and increased activity on legacy land holdings.

### *Multi-Family*

The Manager has positioned itself in strategic secondary and tertiary markets to deliver new multi-family communities. The current pipeline markets are experiencing significant shortages for multi-family housing and currently have little competition from other developers. The projects in the pipeline for multi-family are planned to be managed by some firms that the Manager considers to be best-in-class operators. Many pipeline multi-family projects are currently under design and could be ready for a capital deployment within the next 12 months.

### *Industrial*

The Manager may focus on certain under-served markets to seek to capitalize on the growing needs of the surrounding populations and minimal competition in those specific markets. The increasing population growth in the Texas and Florida markets have been driving industrial building demand for manufacturing, warehouse, and distribution from the growing e-commerce suppliers.

### *Senior Living*

The senior population is anticipated to have growing needs over the next 30 years. The Manager will seek to identify markets with sound overall fundamentals and quantitative demand for the senior housing product within a market area. It will focus on secondary and tertiary markets that may have been overlooked by larger senior housing developers. The Manager may utilize "prototype" community designs, intended to shorten the design/development time frame and provide more certainty around the cost and construction schedule. In seeking to maximize value, the operations will be managed by operators who have extensive experience and success in senior housing.

### *Self-Storage*

The self-storage focus will seek to capitalize on this long-time fast-growing commercial real estate segment. The Manager will seek to find quality sites in markets lacking competition with strong demand while having a strong economic base and favorable rents. In seeking to maximize the investment of self-storage, facilities will be managed by experienced operators.

### *Opportunistic*

The Manager's personnel have experience in mixed-use development and may seek to capitalize on relationships created through "live, work, play" synergistic developments among real estate opportunities. Office and retail developments may be targeted as components of mixed-use, entertainment, and destination centers anchored by strong tenants and catalytic developments. Other opportunistic projects may include acquisitions of quality real estate with development needs and/or operational expertise to increase value and return.

The Manager also may advise with respect to other categories of investments, which may depend on opportunities, client investment parameters, and other factors.

The Manager currently seeks to maximize risk-adjusted returns through a geographically diverse investment portfolio across the asset types of multi-family, industrial, senior living, and self-storage and various other opportunistic investments. The Manager may adopt other investment objectives or engage in other investment strategies depending on circumstances and arrangements with clients or Fund investors.

When seeking investment opportunities, the Manager may target projects and properties with strong fundamentals in metropolitan statistical areas with attractive net market demand dynamics, economic and demographic drivers to achieve superior investment returns.

In the Manager's view, strong fundamentals within a target market may include:

- Positive economic growth potential
- Unemployment rate below national average
- Increasing median/average home values
- Availability of economic development incentives
- Development-friendly community

The Manager's investment process includes deal sourcing (finding investments) and seeking to develop an investment pipeline (projects that the Manager anticipates will become available for investment over time).

Although other means may be used, it is contemplated that many investments advised on by the Manager will be owned by limited liability companies or limited partnerships. The Fund or other client will be a member or limited partner in such portfolio project entities. The Manager will



negotiate as to the terms of its clients' holdings, including economic terms relative to other investors in the portfolio project entity.

The Manager may adopt other investment strategies for funds and accounts.

Investing in securities and other assets including real estate involves risk of loss that clients should be prepared to bear.

### ***Certain Risk Factors***

Any investment in securities, real estate assets or other assets is subject to risk of loss. The following risks are necessarily a summary and do not purport to disclose all possible risks arising from the Manager's investment advice.

#### ***Real Estate Risk Factors Generally***

Real estate investments are subject to market risk. This is the risk that the value of the investment may increase or decrease based on various factors.

Real estate development activities are subject to significant risks. Real estate development is an uncertain business involving significant risks. These include risks associated with adverse changes in national market conditions (which can result from political, regulatory, economic or other factors), changes in interest rates, competition for purchasers and tenants, the cyclical nature of property markets, adverse local market conditions, the financial conditions of tenants, buyers and sellers of properties, changes in availability of debt financing, real estate tax rates and other operating expenses, environmental laws and regulations, zoning laws and other governmental rules and fiscal policies, environmental claims arising in respect of real estate acquired with undisclosed or unknown environmental problems, energy prices, changes in the relative popularity of property types and locations, risks due to dependence on cash flow, risks and operating problems arising out of the presence of certain construction materials, as well as acts of God, uninsurable losses and other factors which are beyond the control of the developer.

Investments in real estate and real estate securities may be illiquid, and the Manager may not be able to adjust an investment portfolio in response to changes in economic and other conditions. The ability to dispose of or otherwise realize on such investments on satisfactory terms is subject to industry cycles, downturns in demand, market disruptions, and the lack of available capital for potential purchasers. There is a significant risk that the Manager will be unable to realize its investment objectives through the sale or other disposition of portfolio investments at attractive prices within any given period of time or will otherwise be unable to successfully implement exit strategies for portfolio investments. These risks could be increased due to changes in the financial condition or prospects of the project in which an investment is made, changes in economic conditions, or changes in laws, regulations or fiscal policies of jurisdictions in which investments are made.

If the Manager invests client assets in certain real estate securities that it may purchase in connection with privately negotiated transactions, the securities will not be registered under the relevant securities laws, resulting in a prohibition against their transfer, sale, pledge or other disposition except in a transaction that is exempt from the registration requirements of, or is

otherwise in accordance with, those laws. As a result, the Manager's ability to vary its long-term stabilized portfolio in response to changes in economic and other conditions may be relatively limited. The mezzanine and bridge loans the Manager may cause clients to purchase will be particularly illiquid investments due to their short life. Moreover, in the event of a borrower's default on an illiquid real estate security, the unsuitability for securitization and potential lack of recovery of the investment could pose serious risks of loss to the investment portfolio.

The use of leverage adds risks. Some of the real estate projects invested in may utilize a leveraged capital structure, in which case a third party would be entitled to cash flow generated by such investments prior to the client's receiving a return. Although such leverage presents opportunities for increasing total returns, it also involves a high degree of financial risk and has the potential of increasing exposure of investments to adverse economic factors such as rising interest rates, moderate or severe economic downturns, fluctuations in market conditions, deterioration in the assets underlying such investments or deterioration in the condition of a real estate investment or its market. In the event a real estate investment is unable to generate sufficient cash flow to meet principal and interest payments on its indebtedness, the value of the investment in such real estate projects could be significantly reduced or even eliminated.

Real estate investments involve environmental risks. As is the case with any holder of real estate investments, the Manager's investment program could face substantial risk of loss from environmental claims based on environmental problems associated with the investments made.

#### *Industry-Specific Risk Factors*

##### Multi-Family

Construction prices are fluctuating. With construction labor in shortage nationwide, prices have been increasing. However, with construction of multifamily units at its peak, prices may stabilize or decrease.

Appropriate building permits for the potential projects have not been issued. Many of the projects identified in the Manager's pipeline are under design but no applications for building permit have been filed at this point.

There is no guaranty that tenants in sufficient number will lease apartments at rents and on terms and conditions that are favorable or acceptable.

Cap rates are volatile with increasing interest rates. While cap rates have been compressing over the expansion in the economy, the increasing interest rates will likely stop the compression in cap rates.

Numerous apartment and other residential rental properties exist in the markets in which the Manager focuses. The existence of numerous alternatives could negatively impact performance.

The Manager may invest in multi-family portfolio projects in markets where such housing does not yet exist and are untested, where the state population has been slowly decreasing even if the local population has experienced moderate growth, where the economy has slowed, where oil and gas industries in the relevant state have been particularly impacted by the low price of oil which

has had a significant impact on the state's economy, in addition to jurisdictions that have seen increased job growth and expansions to their economies.

Mortgage rates are relatively low. This may effectively lower the cost of buying, when contrasted to the cost of leasing, a residence, and thereby reduce the number of creditworthy prospective tenants.

### Industrial

Construction prices are fluctuating. With construction labor in shortage nationwide, prices have been increasing in many trades. Construction contracts have not yet been signed for projects, so the costs of construction could be higher than anticipated. A majority of the identified potential industrial projects are in areas with significant construction activity and significant competition for subcontractors, thus increasing some pricing. Cost increases above proforma and budget projections may decrease returns.

The currently identified industrial pipeline projects are primarily in existing business parks owned by the Manager's affiliates. The Manager has a conflict of interest with respect to investing in such projects. The Manager may be required to seek certain client consents to make such investments, which may cause inefficiencies if there are delays in obtaining such consents. The Manager may seek the consent of an advisory committee on behalf of the Fund, in which case an individual Fund investor may not be provided the opportunity to consider providing such consent. In the event that demand for industrial properties decreases in these areas, the Manager may lose certain competitive advantages if it builds in parks owned by third-parties.

Several of the contemplated industrial pipeline projects will be developed as speculative projects with no or less than all of the project building leased or sold prior to the commencement of construction. If leasing takes longer than contemplated, project returns may be negatively affected. Similarly, there is no guaranty that the actual rental rates and terms will match those that are projected for such project.

Appropriate building permits for the projects have not been issued. Many of the projects identified in the pipeline are under various levels of design but applications for building permit have not been submitted. Delays or additional municipal requirements could be included as the building permit submittal process begins.

Construction of the projects has not commenced, and may take longer or cost more than anticipated. Although construction contracts will specify completion dates and fix a "maximum" price, such price is subject to increases for change orders. Should any delay or cost increase occur, the value of the project may be negatively affected.

While supervised and monitored by the Manager or its affiliates, as developer or development manager, the compliance with the timeliness and cost of completion for each project will depend to a large degree on the general contractor. The projects are subject to the risk that the general contractor's financial strength and operational capabilities may not be sufficient. Although the Manager will reasonably verify that the developer for each project will take reasonable measures to protect against default by the general contractor, a default could materially and adversely affect the business, financial condition, results of operation, and prospects of the projects.

Cap rates are volatile with increasing interest rates. While cap rates have been compressing over the expansion in the economy, the increasing interest rates will likely stop the compression in cap rates. There may be a limited pool of investors who will invest in industrial buildings of the contemplated size and value, this limiting the competition for the purchase of the project.

There are other industrial buildings under construction and which will likely be constructed in competitive market territories. The rent rates and terms offered by competitive developers may affect pricing and returns.

### Self-Storage

Construction prices are fluctuating. With construction labor in shortage nationwide, prices have been increasing in many trades. Construction contracts have not yet been signed for projects, so the costs of construction could be higher than anticipated. Cost increases above proforma and budget projections may decrease returns.

Appropriate building permits for the projects have not been issued. Many of the projects identified in the pipeline are under various levels of design but applications for building permit have not been submitted. Delays or additional municipal requirements could be included as the building permit submittal process begins.

Construction of the projects has not commenced, and may take longer or cost more than anticipated. Although construction contracts will specify completion dates and fix a “maximum” price, such price is subject to increases for change orders. Should any delay or cost increase occur, the value of the project may be negatively affected.

While supervised and monitored by the Manager or its affiliates, as developer or development manager, the compliance with the timeliness and cost of completion for each project will depend to a large degree on the general contractor. The projects are subject to the risk that the general contractor’s financial strength and operational capabilities may not be sufficient. Although the Manager will reasonably verify that the developer for each project will take reasonable measures to protect against default by the general contractor, a default could materially and adversely affect the business, financial condition, results of operation, and prospects of the projects.

No assurance can be provided that tenants in sufficient number will lease storage units at rents and on terms and conditions that are favorable or acceptable.

Cap rates are volatile with increasing interest rates. While cap rates have been compressing over the expansion in the economy, the increasing interest rates will likely stop the compression in cap rates.

A number of the contemplated self-storage projects are in regions where cap rates are untested, where there is not a material amount of recently sold storage facilities in the relevant market, and in markets that the national commercial real estate data companies do not track closely, which increases the risk that cap rates can fluctuate more than those at a national level.

Other existing and proposed self-storage facilities exist in the markets identified by the Manager. The existence of existing and proposed alternatives could negatively impact investment performance.

### Senior Living

Construction prices are fluctuating. With construction labor in shortage nationwide, prices have been increasing in many trades. Construction contracts have not yet been signed for projects, so the costs of construction could be higher than anticipated. Cost increases above proforma and budget projections may decrease returns.

Appropriate building permits for the potential projects have not been issued. Many of the projects that the Manager has identified are under design but no applications for building permit have been filed at this point.

There is no guaranty that residents in sufficient number and will enter into residency contracts at rents and on terms and conditions that are favorable or acceptable.

The unit composition for each facility (independent living, assisted living, memory care) is based on studies of market demand; however, there is no guaranty that the demand for each unit type will match the unit composition of the project facility.

Additional new facilities, not existing or know at the commencement of a project, may be constructed in the market area that open during the lease-up period of a project. Such competition may affect demand and pricing, thus having a negative effect on the project returns.

The net operating income, and thus returns from a project, heavily rely on the third-party operator's ability to successfully market and operate the project facility and its ability to closely regulate project operating expenses.

Cap rates are volatile with increasing interest rates, changes in investment strategies of healthcare real estate investment trusts (“**REITs**”) and other institutional investors. Demand for performing senior projects, overall and in specific markets, is significantly affected by the investment strategies of healthcare REITs and other institutional investors.

Other competing senior living properties exist in the markets in which the Manager intends to focus. The existence of numerous alternatives could negatively impact performance. Additionally, as primary markets become saturated with senior facilities, other developers may move to the secondary and tertiary markets targeted by the Manager. The increased competition could have a negative effect on rental amounts and vacancy rates and thus project returns.

Although it is anticipated that the Manager will focus this part of its investment program on senior portfolio projects that are self-pay, changes in Medicare, private insurance, and healthcare laws and regulations may have a negative impact on the demand and/or rates at projects.

### *Other General Risks of the Manager's Investment Program*

The investment program's exit strategies are subject to market uncertainties, and market conditions relating to the future disposition of portfolio investments could cause the Manager to divest portfolio investments at a loss in the future. Because of the uncertainty of market conditions that may affect the future disposition of portfolio investments, the Manager cannot assure clients that it will be able to generate returns from the sale of portfolio investments in the future. The feasibility and terms of any proposed exit strategies for investments will depend on factors that are not within the control of the Manager, including fluctuations in market conditions, the status of capital markets and the effect of applicable legislation and political and economic conditions. The precise timing of the disposition of an investment and the manner of disposition are impossible to predict, and no assurance can be given that such disposition will be achieved on favorable terms.

Delays in the acquisition, development, construction and divestiture of projects may have adverse effects on investment returns.

Some projects are specialized facilities. If the project entity or the project tenants terminate the leases for these properties or the tenants lose their regulatory authority to operate such properties, the project entity may not be able to locate suitable replacement tenants to lease the properties for their specialized uses. Alternatively, the project entity may be required to spend substantial amounts to adapt the properties to other uses. Any loss of revenues or additional capital expenditures required as a result may have a material adverse effect on investment returns.

Some or all projects may incur vacancies, which may result in reduced revenue and resale value, a reduction in cash available for distribution and a diminished return on investment.

Certain projects will be operated by third-party operators. If the operator fails to perform in accordance with its contract, the performance of the project may be negatively affected. There may be a limited number of suitable operators for certain projects and the project entity may experience significant delays in replacing an operators. Any loss of revenues or additional capital expenditures required as a result may have a material adverse effect on investment returns.

Investment portfolio assets may incur uninsured losses. Entities will attempt to maintain insurance coverage against liability to third parties and property damage that is customary for similarly-situated businesses. However, there can be no assurance that insurance will be available or sufficient to cover any such risks. Insurance against certain risks, such as terrorism, earthquakes or floods, may be unavailable, available in amounts that are less than the full market value or replacement cost of investments or underlying assets or subject to a large deductible. In addition, there can be no assurance particular risks which are currently insurable will continue to be insurable on an economically feasible basis.

Suitable investment opportunities may not be available. The success of the Fund as a whole will depend on the availability and identification of suitable investment opportunities. The availability of high quality real estate projects of the type targeted by the Manager may be largely dependent upon the continued economic growth and development of the markets and the cities in which these projects are located. The business of identifying and structuring real estate development projects of the type targeted by the Manager involves a high degree of uncertainty. There is no assurance

that the Manager will be able to identify and complete suitable investment opportunities that satisfy its investment objectives.

There is substantial competition for suitable investments. The Manager faces substantial competition in identifying and acquiring interests in real estate projects from existing and new real estate investors with similar investment objectives. The Manager also competes for investment opportunities with local investors, insurance companies, public and private pension funds and other institutional investors, other real estate investment funds and large tenants seeking to own their own buildings. Many of these entities may enjoy significant competitive advantages that result from, among other things, a lower cost of capital and enhanced operating efficiencies. In addition, the number of entities and the amount of funds competing for suitable investments may increase in the future.

Current dislocations in the credit markets and real estate markets could have a material adverse effect on investment returns.

Domestic and international financial markets from time to time experience significant dislocations. These dislocations may severely impact the availability of credit and have contributed to rising costs associated with obtaining credit. If debt financing is not available to potential purchasers of projects, the Manager's ability to dispose of portfolio investments may be negatively impacted.

In addition to volatility in the credit markets, the real estate market is subject to fluctuation and can be impacted by factors such as general economic conditions, supply and demand, availability of financing and interest rates. To the extent the Manager invests in real estate in an unstable market, it is subject to the risk that if the real estate market ceases to attract the same level of capital investment in the future that it attracts at the time of investment, or the number of companies seeking to acquire properties like the projects decreases, the value of an investment may not appreciate or may decrease significantly below the amount of the investment.

Finally, the pervasive and fundamental disruptions that the global financial markets are currently undergoing have led to extensive and unprecedented governmental intervention. Although the government intervention is intended to stimulate the flow of capital and to undergird the U.S. economy in the short term, it is impossible to predict the actual effect of the government intervention and what effect, if any, additional interim or permanent governmental intervention may have on the financial markets and/or the effect of such intervention on the Manager's investment program. In addition, there is a high likelihood that regulation of the financial markets will be significantly increased in the future, which could have a material impact on the financial results of the Manager's investment program. An investor could experience a significant loss of its investment.

Terrorist attacks and other acts of violence or war may affect the markets in which the Manager invests and have a material adverse effect on investment returns. Certain losses resulting from these types of events are uninsurable or not insurable at reasonable costs.

In December 2019, a novel strain of coronavirus (COVID-19) surfaced. The spread of COVID-19 around the world in the first quarter of 2020 has caused significant volatility in U.S. and international markets. There is significant uncertainty around the breadth and duration of business

disruptions related to COVID-19, as well as its impact on the U.S. and international economies and, as such, Titan Development Real Estate Fund I is unable to determine the material impact to its operations. We do anticipate potential labor shortages, material shortages due to disruptions in the global supply chain, and lease up risk for our assets due to social distancing.

Besides the foregoing risks, the Fund's structure and other aspects of the Fund involve additional risks. The offering materials of the Fund contain risk disclosures specific to the Fund.

#### **Item 9: Disciplinary Information**

The Manager and the General Partner have no disciplinary events to report.

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

The Manager has a material relationship with affiliates in the real estate development and construction industries. The Manager intends to place clients in certain investments in existing business parks owned by the Manager's affiliates or in which the Manager's affiliates otherwise have an interest. The Manager has a conflict of interest with respect to investing in such projects. The Manager may be required to seek certain client consents to make such investments, which may cause inefficiencies if there are delays in obtaining such consents. The Manager may seek the consent of an advisory committee on behalf of the Fund, in which case an individual Fund investor may not be provided the opportunity to consider providing such consent. In the event that demand for industrial properties decreases in these areas, or if the Manager determines not to invest in connection with such affiliated arrangements, the Manager may lose certain competitive advantages if it builds in parks owned by third-parties.

Personnel or affiliates of the Manager may receive compensation or carried interest for providing services to projects as operating partners. The Manager has a conflict of interest in determining to invest in such a project and to allow for such participation by such personnel or affiliates. The Manager seeks to address this conflict of interest through appropriate disclosures, consents where appropriate, determining the rationale for such conduct including that it is of appropriately high quality, at appropriate pricing in light of alternatives available in the markets, and reflects appropriate due diligence into the capabilities and reliability of such personnel or affiliates, and the oversight of the quality of services.

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

The Manager is subject to a fiduciary duty to act in the best interests of its clients. Consistent with that duty and government regulations, the Manager has adopted a code of ethics (the "**Code of Ethics**") applicable to its personnel describing its high standard of business conduct with respect to its clients. This fiduciary duty is the core principle underlying the Code of Ethics and represents the expected basis of all the Manager's dealings with clients. The Code of Ethics includes internal reporting, recordkeeping and other obligations regarding our personal securities transactions. The Code of Ethics requires that any violations of these obligations and any outside complaints be



escalated, addressed promptly and appropriately, and recorded in the Manager's books and records. In the event that a conflict of interest is perceived to exist in connection with personal investments made by personnel, the Manager will seek to eliminate or mitigate that conflict of interest, such as by prohibiting or monitoring trading that is identified as potentially representing a conflict of interest.

The Manager will provide a copy of the Code of Ethics to any client or prospective client upon written request.

## **Item 12: Brokerage Practices**

Clients are subject to various transaction-related commissions, fees, and expenses in connection with investments. Securities brokerage is not expected to be a significant expense given the nature of the Manager's real estate investment program. Real estate brokerage, however, may arise more commonly. In connection with real estate brokerage, or when securities brokerage is engaged in, the Manager considers various factors including the following, although the Manager does not undertake to assess all factors in every case:

- The nature of the asset, including industry-standard commissions or other costs, the size or complexity of the deal, and whether specialized experience is preferable.
- Whether there is a single broker for the asset or multiple possible brokers to consider and choose from among.
- The Manager's negotiating posture relative to the overall transaction, including the leverage to negotiate brokerage rates and the overall economics of the deal.
- The Manager's experience with, and expectations as to, the compensation recipient's reputation, integrity, resources, capabilities, reliability, promptness, responsiveness, confidentiality, and other attributes relevant to successfully closing the transaction.
- Whether an affiliate of the Manager will receive such compensation, in which case the Manager considers how to address the potential conflict of interest and determines whether the arrangement is in the best interests of the client.

The Manager may consider its past relationships with real estate brokers, including their role in connection with the Manager's pipeline. The Manager considers that such relationships are beneficial to its clients and that its interests are generally aligned with those of its clients when transacting with a broker with which it has a favorable ongoing business relationship.

The Manager does not currently aggregate transactions among clients. The Manager does not engage in directed brokerage or select brokers based on client referrals.

The Manager does not receive "soft dollars" or other economic benefits from any brokerage arrangement.

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

The Manager reviews its investment program on an ongoing basis, and generally conducts organized quarterly and annual meetings of its executives and other relevant personnel to review investment performance, project developments, client matters, and other matters relevant to the investment program. Other formal meetings may be triggered by significant market event, portfolio developments, developments with operating partners, or otherwise requiring attention in the Manager's view. Additional meetings are held among investment staff with some frequency informally.

For the Fund, investors will be provided with an unaudited balance sheet, statement of income and other financial reports after the end of each quarter. After the end of each fiscal year of the Fund sends its investors audited financial statements and a report of the activities of the Fund during the year. Fund investors will also receive tax reporting information.

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

The Manager does not receive or pay compensation for making client referrals.

### **Item 15: Custody**

The General Partner and Manager of the Fund are deemed to have custody of the Fund's assets. Such custody is subject to the custody rule of the Investment Advisers Act of 1940, as amended, pursuant to which the Manager will cause the annual delivery of audited financials to investors in the Fund or will otherwise comply with the custody rule for its clients.

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

The Manager accepts investment discretion from its clients, meaning it makes and implements investment decisions on clients' behalf. This is primarily embodied in the Manager's management of the Fund's investment program. This authority is granted pursuant to a Fund limited partnership agreement and/or investment management agreement. Any limitations on this authority are contained in the applicable limited partnership agreement and/or investment management agreement, and the Manager's management is subject to such investment restrictions as are disclosed in Fund offering materials or may be in another form for other clients.

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

From time to time, clients will be entitled to participate in a vote or consent on matters relating to investments. Votes or consents could be provided for on various matters, such as major changes in an operating arrangement and other matters. The Manager may vote such matters in its discretion consistent with its view of the client's interests. In the event of a conflict of interest or for any reason, such votes or consents may be put to the Fund's advisory committee, which may effectively

vote or consent on behalf of the Fund. A client may obtain our procedures on voting client securities, and information about how the Manager has voted on matter, upon request.

**Item 18: Financial Information**

The Manager is aware of no financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.