



**Form ADV Part 2A- Firm Brochure**

# **CIM CAPITAL IC MANAGEMENT, LLC**

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**This brochure provides information about the qualifications and business practices of CIM Capital IC Management, LLC. If you have any questions about the contents of this brochure, please contact us at 323.860.4900. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or any state securities authority. Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.**

**Additional information about CIM Capital IC Management, LLC also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**Item 2: Material Changes**

Material changes to CIM Capital IC Management, LLC's brochure, since the initial brochure filed in January 2020, include additional disclosures applicable to CIM Capital IC Management, LLC's recent clients.

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#### **Item 4: Advisory Business**

CIM Capital IC Management, LLC (“*CIM IC Management*”) is a limited liability company organized under the laws of the state of Delaware and based in Los Angeles, California. CIM IC Management was formed in February 2019 and began its advisory business after becoming registered with the SEC on May 13, 2019.

CIM IC Management will provide certain investment advisory services to 1) subsidiaries of public REITs that invest in real estate-related securities (“*Securities Portfolio*”); 2) a non-diversified, closed end management investment company registered under the Investment Company Act of 1940, as amended (“*Investment Company Act*”) which is operated as an interval fund (“*Interval Fund*”); and 3) a REIT subsidiary of the Interval Fund (“*REIT Subsidiary*”). CIM IC Management refers to the Securities Portfolio, Interval Fund and REIT Subsidiary individually as a “*Client*” or collectively with future clients as “*Clients*.”

CIM IC Management is wholly owned by CIM Group, LLC (together with its affiliates, “*CIM Group*”), which has owned and operated urban real estate and real estate related assets and infrastructure assets for more than 20 years. Mitsui & Co., Ltd., a Japanese financial conglomerate, owns a 20% interest in CIM Group. The founders and principal owners (“*Founding Principals*”) of CIM Group are Richard Ressler, Avi Shemesh and Shaul Kuba.

CIM IC Management has 93 supervised persons, as well as access to CIM Group’s more than 1,000 employees for non-securities related matters. CIM’s investment committee, described below, consists of all the principals of CIM Group and certain other employees. Please see “Item 8: Methods of Analysis, Investment Strategies and Risk of Loss” for more information regarding the Investment Committee.

CIM IC Management is a process and research driven investment adviser that seeks to mitigate risk through the fundamental analysis of the long-term drivers of investment value and to deliver strong risk-adjusted returns by utilizing CIM Group’s vertically-integrated team, community qualification methodology and investment discipline.

CIM IC Management tailors its advisory services to the needs of its Clients. Please see “Item 8: Methods of Analysis, Investment Strategies and Risk of Loss” for more information regarding CIM IC Management’s investment methodology.

CIM IC Management has discretionary authority to manage accounts on behalf of its Clients in accordance with such Client’s investment objectives, strategies and limitations and pursuant to the terms of the investment management agreement with each such Client. In the case of the Securities Portfolio, CIM IC Management is hired by the public REITs’ Board of Directors, the majority of which are disinterested. In the case of the Interval Fund and REIT Subsidiary, CIM IC Management is hired by the Interval Fund’s Board of Directors, the majority of which are disinterested. Additional investment objectives, strategies and limitations are also generally set forth in the Securities Portfolio’s and REIT Subsidiary’s investment management agreement and the Interval Fund’s registration statement (such documents, together with investment management agreements, “*Governing Documents*”).

CIM IC Management will act as a co-adviser or sub-adviser to Clients of affiliated investment advisers and/or engage affiliated investment advisers to act as a sub-adviser to its Clients. The allocation of responsibilities among the primary advisers and sub-advisers are set forth in the Governing Documents. CIM IC Management, in its role as primary investment adviser, allocates capital to be managed by sub-advisers in accordance with the strategies and restrictions disclosed in the Client's Governing Documents. Refer to Item 10 for further information on CIM IC Management's oversight of such affiliated sub-advisers.

### ***Management of Client Assets***

As of December 31, 2019, CIM IC Management had \$2,777,777 of Regulatory Assets under Management, all of which is managed on a discretionary basis.

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

### ***Management Fees***

Management fees (“*Management Fees*”) for Clients are set forth in the Governing Documents. Management Fees are paid on a periodic basis, generally, quarterly in arrears based on a Client’s assets or net assets. Management Fees are typically not refundable; however, in some instances CIM IC Management may agree to waive or discount its Management Fees at its discretion. To the extent that a Management Fee is payable for less than a full payment period, the amount will be appropriately prorated based on the number of days during the period that CIM IC Management provided services. Management Fees are calculated by the Client as negotiated and specified in the Governing Documents. Any fees paid to sub-advisers will be paid by CIM IC Management out of the fees CIM IC Management receives from its Client, and will not impact the Client’s expenses.

### ***Incentive Fees***

Incentive fees (“*Incentive Fees*”) for certain Clients are set forth in the Governing Documents. Incentive Fees are generally paid quarterly in arrears and equal a percentage of the Client’s specified income for the preceding quarter, subject to a preferred return, or “hurdle,” and a “catch up” feature.

### ***Performance-Based Fees***

Performance-Based fees for certain Clients are set forth in the Governing Documents. Performance-Based Fees are generally paid quarterly in arrears and equal a percentage of the Client’s net income and realized gains for the preceding quarter, subject to a preferred return.

### ***Non-Investment Advisory Services (Other Services) Fees***

CIM Group provides non-investment advisory services (“*Other Services*”) that would otherwise be provided by third parties to certain Clients for additional compensation (“*Other Services Fees*”). The terms and conditions upon which Other Services are provided and the terms and conditions of Other Services Fees are individually negotiated with each Client and are set forth in the Governing Documents. For example, CIM Group provides property management, development, leasing, and multifamily residential sales services to real estate assets, loan servicing and work-out services to debt investments and operating and administration services to infrastructure portfolio companies. Other Services Fees do not reduce or offset Management Fees. Generally, Other Services Fees: (1) are at rates that do not exceed certain specified and agreed upon limits, usually a percentage of gross property revenues, gross contract price, base rent or gross sales, depending on the type of Other Services provided; (2) require the consent of the advisory board or all limited partners, as set forth in the Governing Documents; or (3) are otherwise no less favorable to the Client and/or its investment than the arm’s-length rates on which the Client or such investment could obtain comparable services from an unaffiliated service provider, taking into account the nature of the relevant asset type and the special services required.

CIM IC Management believes that CIM Group's fee compensation incentivizes CIM Group to provide Other Services in a manner that increases the value of Client investments. CIM IC Management also believes that CIM Group has superior knowledge and expertise in urban real estate and real estate related assets and infrastructure assets as compared to many competing third-party service providers. Please see "Item 8: Methods of Analysis, Investment Strategies and Risk of Loss—Material Risks—Other Services Fees" for more information regarding these services.

### ***CIM's Allocable Costs and Expenses***

The terms and conditions of CIM IC Management's allocable costs and expenses are individually negotiated with certain Clients and are set forth in the Governing Documents. For example, any of the foregoing services may be rendered by CIM IC Management or its affiliates and related entities, including in-house legal, finance, accounting, tax, compliance, human resources, information technology, development and construction personnel, as the case may be, and their Allocable Costs and Expenses with respect to such services, will be a Client expense if (i) the costs for such services are billed to the Client in accordance with standard cost reimbursement procedures established by CIM for the billing of such services, (ii) such services are rendered on terms which are no less favorable to the Client than the terms on which the Client could obtain comparable services from an unaffiliated third party and (iii) the provision of such services by such entities or personnel is in the interests of the Client. "Allocable Costs and Expenses" means an allocable share of all direct and indirect fees, costs and expenses of CIM and its affiliates and related entities (as applicable) related to services provided to the Client and/or Other Services, including, (a) out-of-pocket costs and expenses of CIM IC Management and/or affiliates and related entities, (b) direct and indirect employment and overhead costs of employees involved in, assisting with, or ancillary to the performance of such services (e.g., internal staff counsel and other legal professionals, finance and capital markets, tax, accounting, compliance, human resources, risk management, information technology, administrative, operations, engineering, architecture, onsite property management, real estate services, development or construction personnel, and marketing and communications), (c) expenses relating to any offices or office facilities (e.g., rent, telephone, printing, mailing, utilities, office furniture, equipment, machinery and any other office, internal, and overhead expenses), (d) information technology expenses associated with any computer software or hardware, (e) insurance costs and fees and (f) expenses of any third party retained by CIM IC Management and/or affiliates and related entities.

### ***Other Client Costs and Expenses***

A Client shall pay its costs and expenses and shall reimburse CIM IC Management and/or its affiliates for documented costs and expenses of CIM IC Management and/or its affiliates to the extent incurred on behalf of the Client. The terms and conditions of the Client's costs and expenses are individually negotiated with each Client and are set forth in the Governing Documents.

For example, certain Clients shall bear all costs and expenses that are incurred in its operation, administration and transactions, including but not limited to: (i) the independent audit of the Client's seed-stage financial statements and expenses related to its registration under the Investment Company Act; (ii) organizational costs of the Client; (iii) corporate and

organizational expenses relating to borrowings and offerings of the Client's securities and incurrences of any indebtedness; (iv) calculating the Client's net asset value (including the cost and expenses of any third-party valuation services); (v) effecting sales and repurchases of the Client's securities and effecting distributions on the Client's securities; (vi) fees and expenses incurred by the Adviser payable to third parties, including agents, consultants or other advisors, relating to, or associated with, monitoring financial and legal affairs for the Client and to making, monitoring or disposing of the Client's investments and performing due diligence on its prospective investments or otherwise relating to, or associated with, evaluating and making investments; (vii) research and market data; (viii) transfer agent, dividend paying and reinvestment agent, and custodial fees and expenses; (ix) out-of-pocket fees and expenses associated with the Client's marketing efforts; (x) interest payable on debt, if any, incurred to finance the Client's investments; (xi) federal and state registration fees; (xii) federal, state and local taxes; (xiii) the costs of proxy statements, shareholders' reports and notices, including printing costs; (xiv) the Client's allocable portion of any fidelity bond, trustees and officers/errors and omissions liability insurance and other insurance premiums; (xv) direct costs such as printing, mailing, long distance telephone and staff costs; (xvi) fees and expenses associated with independent audits, internal audit and outside legal costs; (xvii) the Client's reporting and compliance obligations under the 1940 Act and applicable federal and state securities laws; (xviii) brokerage commissions for the Client's investments; (xix) independent trustees' fees and expenses; (xx) indemnification payments; (xxi) proxy voting expenses; and (xxii) all other fees and expenses incurred in connection with administering the Client's business.

In addition, Clients shall bear all costs and expenses that are incurred in its operation, administration and transactions, including but not limited to (i) fees, costs and expenses in connection with the issuance and transaction costs incident to the acquisition, negotiation, structuring, trading, settling, disposition and financing of Client's investments; (ii) all expenses associated with the pricing of Client's investments; (iii) fees, costs and expenses of legal, tax, accounting, custodial, consulting, auditing (including internal audits), finance, administrative, investment banking, capital markets and other similar services rendered to the Client; (iv) reimbursements of costs and expenses (to the extent such costs and expenses would otherwise be reimbursable if incurred by CIM IC Management; (v) interest and fees and expenses arising out of borrowings made by the Client; (vi) the costs and expenses relating to ongoing regulatory compliance matters and regulatory reporting obligations relating to the Client's activities; (vii) the costs of any litigation involving the Client or its investments; (viii) all taxes and license fees; (ix) all insurance costs incurred in connection with the operation of the Client's business.

The Governing Documents of each Client provide greater detail regarding the fees and expenses to which each such Client is subject.



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

### ***Performance-Based Fees***

CIM IC Management is entitled to performance-based fees from certain Clients. The terms of any such fee arrangements are individually negotiated based on terms specified in the Governing Documents and are, in all cases, in compliance with the Advisers Act.

### ***Performance-Based Fees and Allocation of Investment Opportunities***

Performance-based fee arrangements create an incentive for CIM IC Management to recommend investments that may be riskier or more speculative than those that CIM IC Management would otherwise recommend under a different fee arrangement. In addition, the manner in which performance-based fees are determined may result in a conflict between CIM IC Management's interests and the interests of the Client with respect to the sequence and timing of disposals of investments. Performance-based fee arrangements may also create an incentive for CIM IC Management to favor Clients with performance-based fee arrangements over Clients that are not charged an performance-based fee, and to favor one Client with performance-based fee arrangements over another Client with similar arrangements, depending on the relative likelihood that CIM IC Management will earn performance-based fees from such Clients, and the likely amounts thereof. CIM IC Management and the other affiliated advisers of CIM Group (i.e., CIM Capital, LLC, CIM Capital SA Management, LLC and CIM Group's non-registered advisers), collectively referred to as (the "Affiliated Advisers"), have adopted an Investment Allocation Policy and constituted an Investment Allocation Committee as described below to mitigate allocation risks.

### ***Performance-Based Fees and Leverage***

Leverage typically increases the possibility of earning performance-based compensation, at the risk of greater loss. To the extent CIM IC Management is entitled to receive performance-based compensation from a Client, CIM IC Management has an incentive to use leverage on behalf of such Client. The amount of leverage that a Client can incur will be specified in the Client's Governing Documents.

### ***Side-by-Side Management***

CIM IC Management will advise multiple Clients that are actively investing in the same strategy at a given time. These Clients will have differing fee arrangements, and some, but not others, pay performance-based fees. As discussed in "—Performance-Based Fees" above, the existence of such differing fee arrangements creates conflicts of interest for CIM IC Management. CIM Group, and the Affiliated Advisers' clients also invest in real estate and real estate related assets as well as infrastructure assets. Side-by-side management and CIM Group's own active investment portfolio creates conflicts of interests for CIM IC Management in allocating investment opportunities among its Clients and between its Clients, Affiliated Advisers' clients and CIM Group. The Investment Allocation Policy and Investment Allocation Committee (both described further below) are intended to mitigate such conflicts.

### *Side-by-Side Investments*

CIM IC Management will advise Clients that invest alongside other Clients and/or Affiliated Advisers' client in particular investments, for example, by investing (including by assignment or participation) in pieces of the same debt facility or by co-investing in a single real estate or infrastructure asset. CIM IC Management will advise Clients to enter into such side-by-side investments when it is in the interest of each participating Client; for example, in order to diversify exposure to a single asset, asset class, or geographic region. The terms and conditions under which side-by-side investments are made are set forth in the Clients' Governing Documents.

### *Side-by-Side Management and Investment Allocation Policy*

CIM IC Management and Affiliated Advisers have adopted a Side-by-Side Management and Investment Allocation Policy (the "*Investment Allocation Policy*") designed to treat its Clients and Affiliated Advisers' clients fairly and equitably and prevent conflicts from influencing the allocation of investment opportunities. CIM Group's own accounts also participate in the allocation process similar to CIM IC Management's Clients and Affiliated Adviser's clients. The Investment Allocation Committee (as defined below) is responsible for implementing the Investment Allocation Policy.

Pursuant to the Investment Allocation Policy, CIM IC Management and Affiliated Advisers determine the allocation of investment opportunities in good faith, taking into account relevant facts and circumstances. New investment opportunities are classified by the applicable investment team according to investment strategy/objective (for example, whether it is most appropriate for a Client or Affiliated Advisers' client investing in stabilized, opportunistic, value-add, debt or infrastructure strategies, taking into account the risk/return profile for each of these types of investments). If an investment is suitable for two or more Clients or Affiliated Advisers' clients with similar or overlapping investment strategies that have the capacity to make such investment, the Investment Allocation Committee determines the allocation by considering, among other things, the following factors with respect to each of the applicable Clients or Affiliated Advisers' clients and the relative weight that should be given with respect thereto:

- the investment guidelines and/or restrictions, if any, set forth in the Client's or Affiliated Advisers' clients' Governing Documents;
- the Client's or Affiliated Advisers' clients' risk and return profile;
- the suitability/priority of a particular investment for the Client or Affiliated Advisers' clients;
- the Client's or Affiliated Advisers' clients' available capital for investment; and
- the aggregate capital committed to the Client or Affiliated Advisers' client.

In considering the suitability/priority of a particular investment for a Client or Affiliated Advisers' client, the Investment Allocation Committee considers, among other factors, whether:

- the investment opportunity is contiguous or proximate to an existing investment;

- the investment opportunity is being made in conjunction with the strategic expansion plans of an existing investment;
- the investment opportunity is being pursued with a sponsor/partner that is also a sponsor/partner in an existing investment;
- there are economic ties/relationships between the investment opportunity and an existing investment; and
- the size and/or product type of the investment opportunity enhances existing diversification within the Client's or Affiliated Advisers' clients' portfolio.

If after considering the factors discussed immediately above, the Investment Allocation Committee remains unable to determine allocation of an investment opportunity to two or more Clients or Affiliated Advisers' clients, a strict rotation system is employed. Such Clients or Affiliated Advisers' clients are listed on a rotation schedule in the order of their inception dates (i.e., date of the investment management agreement), from the latest to the earliest inception dates. The Client or Affiliated Advisers' client with the most recent inception date is, therefore, placed first on the rotation schedule and is the first to be offered the relevant investment opportunity.

Once an investment opportunity is offered to a Client or Affiliated Advisers' client in accordance with the foregoing rotation schedule, such Client or Affiliated Advisers' client is placed last on the rotation schedule, and all other Clients or Affiliated Advisers' client are moved one space higher on the schedule. The Client or Affiliated Advisers' client assuming the newly vacated position at the top of the schedule is then offered the next available and relevant investment opportunity allocated through the rotation schedule.

If a Client or Affiliated Advisers' client forgoes an investment opportunity or subsequently relinquishes or abandons the opportunity after accepting, the opportunity is then offered in the order that the remaining Clients or Affiliated Advisers' clients are listed on the rotation schedule, beginning with the Client or Affiliated Advisers' client with the next most recent inception date, until the investment opportunity has been wholly allocated.

#### *CIM Group's Investment Allocation Committee*

CIM Group's investment allocation committee ("*Investment Allocation Committee*") sits above CIM IC Management and Affiliated Advisers and is primarily responsible for implementing the Investment Allocation Policy, including resolving allocation conflicts. The Investment Allocation Committee is comprised of four members, including: CIM Group's three Founding Principals and its Chief Compliance Officer. The size, composition, and policies of the Investment Allocation Committee change from time to time.

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

As previously mentioned, CIM IC Management provides certain investment advisory services to 1) subsidiaries of public REITs that invest in real estate-related securities; 2) a non-diversified, closed-end management investment company registered under the Investment Company Act which is operated as an interval fund; and 3) a REIT subsidiary of the Interval Fund. CIM IC Management does not currently provide investment advisory services directly to retail investors.

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

### ***Generally***

CIM IC Management is a process and research driven investment adviser that seeks to mitigate risk through the fundamental analysis of the long-term drivers of investment value. CIM IC Management also seeks relative value opportunities by targeting investments that are priced below their long-term intrinsic value. Finally, CIM IC Management seeks to deliver strong risk-adjusted returns by utilizing CIM Group's vertically-integrated team, community qualification methodology and investment discipline.

CIM IC Management's underwriting approach for both debt and equity is based on adherence to stringent investment guidelines regardless of market conditions. CIM IC Management employs multiple underwriting scenarios for all investments, including a "long-term average" underwriting scenario and a "current market case" underwriting scenario, and underwrites all of its equity investments on both a leveraged and unleveraged basis. CIM IC Management's long-term average underwriting is based on CIM IC Management's belief that, over the life of any given investment, a Client should be able to exit its investment at long-term historical averages.

CIM IC Management seeks to provide capital preservation and downside protection through extensive diligence into asset collateral value. In addition, CIM IC Management attempts to invest equity in assets where it can invest at a meaningful discount to: (i) historic trading and transaction multiples and/or (ii) replacement cost.

CIM IC Management draws upon the resources of CIM Group to execute its investment strategy. Since 1994, CIM Group has managed various investment vehicles investing in urban real estate and real estate related assets and infrastructure assets on behalf of itself and institutional investors. Beginning with its three Founding Principals, CIM Group has grown into a cohesive national organization with over 1,000 employees, located throughout the U.S. CIM Group's primary corporate offices are located in Los Angeles, CA (headquarters), Oakland, CA, Bethesda, MD, Dallas, TX, Chicago, IL, Phoenix, AZ, New York, NY, Orlando, FL and Tokyo, Japan.

### ***CIM Group's Investment Committee***

CIM Group's Investment Committee ("*Investment Committee*") sits above CIM IC Management and Affiliated Advisers and is responsible for making the investment decisions for CIM IC Management's Clients and Affiliated Advisers' clients pursuant to the terms of the Governing Documents. The Investment Committee is comprised of CIM Group's Principals and other select officers and employees of CIM (collectively, "*Committee Members*"). At any meeting of the Investment Committee, a majority of Committee Members, which must include all three Founding Principals, constitutes a quorum. Unanimous approval of CIM Group's three Founding Principals and the majority vote of all Committee Members present at an Investment Committee meeting at which a quorum is present is required for the acquisition or disposition of an investment. The size, composition, and policies of the Investment Committee change from time to time.

### *CIM Group's Real Assets Management Committee*

CIM Group's real assets management committee ("*Real Assets Management Committee*") sits above CIM IC Management and Affiliated Advisers and is responsible for overseeing the management of CIM IC Management's Clients and Affiliated Advisers' clients' investments, pursuant to the terms of the Clients' or Affiliated Advisers' clients' Governing Documents. Among other things, the Real Assets Management Committee reviews and approves each investment's strategic plan and annual business plan. The Real Assets Management Committee is comprised of CIM Group's three Founding Principals, the Managing Director of Portfolio Oversight and CIM Group's Chief Compliance Officer. The size, composition, and policies of the Real Assets Management Committee change from time to time.

### *CIM Group's Credit Committee*

CIM Group's credit committees ("*Credit Committees*") sit above CIM IC Management and Affiliated Advisers and are responsible for reviewing and confirming the issuance of indicative non-binding loan quotes and overseeing the negotiation of indicative term sheets with a potential borrower. The Credit Committees conduct an in-depth review of the loan terms prior to the review of the Investment Committee. For a deal to pass a Credit Committee, it must receive a majority of the votes from the members, which is comprised of one of CIM Group's Founding Principals as well as the Principal/CFO, Managing Director of Finance & Capital Markets, a Principal of Development and members of Portfolio Oversight.

### *CIM Group's Investment Allocation Committee*

Please see "Item 6: Performance-Based Fees and Side-by-Side Management—Side-by-Side Management—Investment Allocation Committee" for a description of the Investment Allocation Committee.

### ***Real Estate and Real Estate-Related Assets Investments***

Real estate and real estate-related investments generally, but not exclusively, are assets located in vibrant and improving urban communities that CIM IC Management has qualified for investment ("*Qualified Communities*"). Qualified Communities are either well-established, thriving urban areas where CIM IC Management believes it has an opportunity to acquire assets for prices below long-term, normalized values or transitional urban districts that have dedicated resources to becoming vibrant urban communities. In either case, CIM IC Management seeks to identify urban communities that merit the extensive efforts CIM IC Management and/or its affiliate will undertake in making investments.

For transitional urban districts, the qualification criteria include the following:

- improving demographics;
- broad public support for CIM IC Management's investment approach;
- private investment;
- underserved niches in the community's real estate infrastructure; and
- the potential to invest a minimum of \$100 million of opportunistic equity within five years.

For well-established, thriving urban areas, the qualification criteria include the following:

- positive demographics;
- public support for investment;
- opportunities below intrinsic value; and
- the potential to invest a minimum of \$100 million of opportunistic equity within five years.

Once a community is qualified, CIM IC Management and/or its affiliate proactively identifies and evaluates specific investment opportunities through its own market analysis and due diligence. In addition, CIM IC Management actively seeks opportunities from CIM Group's relationships, including CIM Group's broad network of real estate brokers, property owners, municipalities, redevelopment agencies, consultants, architects, national and regional retail tenants, builders, and prospective partners.

CIM IC Management's Clients may invest across various real estate and real estate-related investment strategies, including, but not limited to: opportunistic real estate ("*Opportunistic Strategy*"), core/stabilized real estate ("*Core/Stabilized Strategy*"), value-add real estate ("*Value-Add Strategy*"), debt ("*Debt Strategy*") and infrastructure ("*Infrastructure Strategy*").

#### *Opportunistic Strategy*

An opportunistic strategy generally, but not exclusively, focuses on equity and debt investments in real estate and real estate related assets, such as retail, residential, office, hotel and other asset types (including entertainment, parking and signage) that are located in Qualified Communities and that require significant development or repositioning efforts, possible entitlement changes, new construction, substantial development or adaptive reuse, and/or full lease-up.

#### *Core/Stabilized Strategy*

A core/stabilized strategy generally, but not exclusively, focuses on equity and debt investments in stabilized real estate and real estate related assets as follows:

Core: Stabilized real estate assets in Qualified Communities. Stabilized real estate assets benefit from the development, repositioning, leasing, and property management activities of an opportunistic strategy, which enhances overall community property values.

Core+: Properties in Qualified Communities with current cashflow and potential for upside through active asset management & community improvement. Returns are driven by cashflow yield and asset-level value appreciation. Target property types are office, apartment, industrial, retail and mixed use.

#### *Value-Add Strategy*

A value-add strategy generally, but not exclusively, focuses on equity and debt investments in real estate and real estate related assets such as retail, residential, office, hotel and other asset types (including entertainment, parking and signage) located in Qualified Communities that generally

have a cash flow profile that can be improved and require lease-up, re-development, repositioning, change of use, and/or entitlement modification.

### *Debt Strategy*

A debt strategy generally, but not exclusively, focuses on originating and managing real estate loans on properties located within Qualified Communities, including limited and/or non-recourse junior loans (b-note or mezzanine) and senior construction loans, bridge loans, acquisition loans, and repositioning loans.

### *Infrastructure Strategy*

An infrastructure strategy is an extension of the urban investment strategy, and generally, but not exclusively, focuses on equity and debt investments in what CIM IC Management considers to be high quality core-plus and value-added infrastructure assets, including in the following infrastructure sectors: (i) energy and utilities, including renewable energy generation; (ii) water management, including water storage and treatment facilities; (iii) transportation, including parking and urban transportation facilities; (iv) waste management, including recycling and waste-to-energy facilities; and (v) communications and social infrastructure, including healthcare facilities and wireless communications sites.

### ***Risk of Loss***

Investing involves a risk of loss that Clients should be prepared to bear.

### ***Material Risks***

#### *Risks of Real Estate Investments*

Investments in real estate and real estate-related assets are subject to the risks inherent in the ownership of real estate assets. These risks include, but are not limited to: the burdens of ownership of real property, general and local economic conditions, adverse local market conditions, the financial conditions of tenants, buyers and sellers of properties, changes in building, environmental, zoning and other laws, changes in real property tax rates, changes in interest rates and the availability of debt financing, changes in operating costs, negative developments in the local, national or global economy, risks due to dependence on cash flow, environmental liabilities, uninsured casualties, unavailability of or increased cost of certain types of insurance coverage (such as terrorism insurance), acts of God, acts of war (declared or undeclared), hostilities, terrorist acts, strikes, and other factors which are beyond the control of CIM IC Management.

#### *Risks of Infrastructure Investments*

Investment in infrastructure assets are subject to unique and acute risks. Project revenues can be affected by a number of factors, including but not limited to: economic and market conditions, political events, competition, regulation, and the financial position and business strategy of customers. Unanticipated changes in the availability or price of inputs necessary for the operation of infrastructure assets may adversely affect the overall profitability of the investment or related project. Events outside the control of CIM IC Management and/or any project owner/operator,



could significantly reduce the revenues generated, significantly increase the expense of constructing, operating, maintaining, and/or restoring infrastructure facilities, or result in termination of an applicable concession or other agreement, any of which could significantly impair the value of the infrastructure investment. These events include, but are not limited to: political action, governmental regulation, demographic changes, economic growth, increasing fuel prices, government macroeconomic policies, toll rates, social stability, competition from non-tolled or other forms of transportation, natural disasters, changes in weather, changes in demand for products or services, bankruptcy or financial difficulty of a major customer, and/or acts of war or terrorism.

As a general matter, the operation and maintenance of infrastructure assets or businesses involve various risks and are subject to substantial regulation, many of which would not be under the control of CIM IC Management or any project owner/operator, including: labor issues, failure of technology to perform as anticipated, structural failures and accidents, and the need to comply with the directives of government authorities. Although CIM IC Management, on behalf of the Client and/or any project owner/operator, maintains insurance to protect against certain risks, where available on reasonable commercial terms (such as business interruption insurance that is intended to offset loss of revenues during an operational interruption), such insurance is subject to customary deductibles and coverage limits and may not be sufficient to recoup all such losses.

### *Risks of Real Estate Loans and Participations*

Real Estate loans may become non-performing for a wide variety of reasons. Such non-performing real estate loans may require a substantial amount of workout negotiations and/or restructuring, which may entail, among other things, a substantial reduction in the interest rate and/or a substantial write-down of the principal of such loan. Moreover, it may be necessary or desirable to foreclose on collateral securing one or more real estate loans. The foreclosure process varies jurisdiction by jurisdiction and can be lengthy and expensive.

Borrowers often resist foreclosure actions by asserting numerous claims, counterclaims and defenses against the holder of a loan, including, without limitation, lender liability claims and defenses, even when such assertions may have no basis in fact, in an effort to prolong the foreclosure action. In some jurisdictions, foreclosure actions can take up to several years or more to conclude. Foreclosure litigation tends to create a negative public image of the collateral property and may result in disrupting ongoing management of the property. During the foreclosure proceedings, a borrower may have the ability to file for bankruptcy, potentially staying the foreclosure action and further delaying the foreclosure process. Bankruptcy laws may delay the lender's ability to realize on collateral for loan positions held by it or may adversely affect the priority of such loans through doctrines such as equitable subordination. Bankruptcy laws may also result in a restructure of the debt without a lender's consent under the "cramdown" provisions of the bankruptcy laws and may also result in a discharge of all or part of the debt without payment to the lender.

Real estate mezzanine financings are generally made to a direct or indirect parent of the property owner in exchange for a direct or indirect pledge of the equity interest in the property owner, rather than to a property owner in exchange for a security interest in the underlying real property. The parent of the property owner is commonly set up as a single purpose entity intended to be

“bankruptcy remote” that owns only the equity interest in the property owner. In such a circumstance, remedies in the event of non-performance would include foreclosure on the equity interests pledged by the parent of such property. While the foreclosure process on such equity interests is generally less cumbersome and quicker than foreclosure on real property, such foreclosure process may nevertheless involve the risks discussed herein. Furthermore, such mezzanine financing can involve multiple levels of mezzanine loans to multiple levels of mezzanine borrowers (each pledging its equity interest in the borrower under the more senior financing as collateral) and therefore the value of the mezzanine loans may be negatively affected by separate levels of mezzanine financing. There can also be no guarantee that in such circumstances favorable inter-creditor rights will be negotiated.

When investing in a Debt Strategy, Clients can acquire interests in real estate loans via participation. Holders of participations are subject to additional risks not applicable to holders of direct interests in loans. Participations in a selling institution's portion of a loan typically result in a contractual relationship only with such selling institution, not with the borrower. Holders of a participation in a loan typically have no right to enforce compliance by the borrower with the terms of the loan agreement, nor any rights of set off against the borrower, and may not directly benefit from the collateral supporting the loan in which it has purchased the participation. As a result, the holder of a participation interest will assume the credit risk of both the borrower and the institution selling the participation, which will remain the legal owner of record of the applicable loan. In the event of the insolvency of the selling institution, holders of participation interests may be treated as general unsecured creditors of the selling institution and may not benefit from any set off between the selling institution and the borrower.

#### *Litigation at the Property Level*

The acquisition, ownership and disposition of real properties carry certain specific litigation risks. Litigation may be commenced with respect to a property acquired by a Client or its subsidiaries in relation to activities that took place prior to the Client's acquisition of such property. In addition, at the time of disposition of an individual property, a potential buyer may claim that it should have been afforded the opportunity to purchase the asset or alternatively that such potential buyer should be awarded due diligence expenses incurred or statutory damages for misrepresentation relating to disclosures made, if such buyer is passed over in favor of another as part of the Client's efforts to maximize sale proceeds.

#### *Illiquidity of Investments*

Certain investments made by CIM IC Management on behalf of its Client are illiquid and may include investments in non-performing, sub-performing, distressed, under-capitalized or other troubled assets. Given the nature of the investments made by CIM IC Management, there is a significant risk that a Client will be unable to realize their investment objectives by sale or other disposition at attractive prices or within any given period of time or will otherwise be unable to complete any exit strategy.

### *Limited Current Return*

The return of capital and the realization of gains, if any, will generally occur only upon the partial or complete disposition of an investment. Although current returns from investments generally vary, there may be some cases, prior to partial or complete disposition, in which there will be no current return on an investment, and CIM IC Management is not obligated to manage investments to maximize current returns.

### *Leverage*

CIM IC Management uses leverage in connection with its Clients' investments. This leverage may subject such investments to restrictive financial and operating covenants, which generally impair such investments' ability to finance their future operations and capital needs or limit their flexibility to respond to changing business and economic conditions. In addition, leverage increases such investments' exposure to adverse economic factors such as significantly rising interest rates, severe economic downturns or deteriorations in the condition of the real estate investment or its market. The income and net assets of a leveraged investment will tend to increase or decrease at a greater rate than if borrowed money were not used. Lenders or other holders of senior positions are entitled to a preferred cash flow prior to a Client receiving a return on a leveraged investment, and, in the event an investment is unable to generate sufficient cash flow to meet the principal and interest payments on its indebtedness, the value of the Client's equity in such investment could be significantly reduced or even eliminated.

Leveraging a Client's assets involves significant complexity. In the event the Client is unable to obtain committed debt financing for potential acquisitions or can only obtain debt at an increased interest rate or on other unfavorable terms, the Client may have difficulty completing otherwise profitable acquisitions or may generate profits that are lower than would otherwise be the case, either of which could lead to a decrease in the investment income earned by the Client. There is no assurance that a Client will be able to obtain financing and, to the extent that it is available, there is no assurance that such financing will be on terms favorable to the Client, including with respect to interest rates.

### *Incentive and Performance-Based Fees*

Incentive and performance-based fee arrangements create an incentive for CIM IC Management to recommend investments that generate more income and/or are riskier or more speculative than those that CIM IC Management would otherwise recommend under a different fee arrangement. In addition, the manner in which incentive and performance-based fees are determined may result in a conflict between CIM IC Management's interests and the interests of Clients with respect to the sequence and timing of disposals of investments. Incentive and performance-based fee arrangements also create an incentive for CIM IC Management to favor Clients with incentive and performance-based fee arrangements over Clients that are not charged such fees, and to favor one Client with such fee arrangements over another Client with similar arrangements, depending on the relative likelihood that CIM IC Management will earn such fees from such Clients and the likely amounts thereof.

### *Allocation of Investment Opportunities*

CIM IC Management advises multiple Clients that are actively investing in the same strategy at a given time. These Clients have differing fee arrangements, and some, but not all, pay Performance-Based fees. CIM Group invests in some, but not all, Clients managed by CIM IC Management. CIM Group will continue to invest in real estate, real estate-related and infrastructure assets for its own account. Further, as noted above, the type and amount of fees, including Performance-Based fees, paid to CIM IC Management and CIM Group differs among Clients. Side-by-side management and CIM Group's own active investment portfolio gives rise to conflicts of interest when allocating investment opportunities among Clients, Affiliated Advisers' clients', and CIM Group. To address conflicts of interest and to fulfill CIM IC Management's fiduciary duties to each of its Clients, among other things, CIM IC Management and Affiliated Advisers, have adopted an Investment Allocation Policy and constituted an Investment Allocation Committee. Please see "Item 6: Performance-Based Fees and Side-by-Side Management" for a description of CIM Group's Investment Allocation Policy and Investment Allocation Committee.

### *Side-by-Side Investments*

CIM IC Management advises Clients that invest alongside other Clients and Affiliated Advisers' clients' in particular investments, for example, by investing (including by assignment or participation) in pieces of the same debt facility or by co-investing in a single real estate or infrastructure asset. CIM IC Management advises Clients to enter into such side-by-side investments when it is in the interest of all participating Clients; for example, in order to diversify exposure to a single asset, asset class, or geographic region, or because a Client brings particular knowledge or expertise to bear that is expected to improve the performance of the investment. The terms and conditions under which side-by-side investments may be made are set forth in Clients' Governing Documents.

### *Other Services Fees*

As described in "Item 5: Fees and Compensation—Non-Investment Advisory Services (Other Services) Fees," CIM Group provides Other Services to certain CIM IC Management Clients in return for Other Services Fees, which services would otherwise be provided by third parties. For example, CIM Group provides property management, development, leasing and multifamily residential sales services to real estate assets, loan servicing and work-out services to debt investments and operating and administration services to infrastructure companies. The terms and conditions upon which Other Services are provided and the terms and conditions of Other Services Fees are individually negotiated with each Client and are set forth in the Governing Documents. Other Services Fees do not reduce or offset Management Fees.

Certain Clients reimburse CIM Group for administrative services provided to Clients, such as internal finance, tax, accounting, legal, compliance, human resources, and information technology. The terms and conditions of such reimbursements are set forth in the Client's Governing Documents.

### *Conflicts Relating to Valuation*

CIM IC Management's Management Fee for certain Clients is based on the value of the Client's assets. The participation of CIM Group investment professionals in the valuation process, and CIM IC Management's selection of third-party valuation advisors (such as real estate appraisers), creates a conflict of interest. To mitigate this conflict, valuations are subject to the review and approval of a valuation committee ("*Valuation Committee*") comprised of CIM Group's Chief Valuation Officer, Chief Financial Officer, Chief Compliance Officer, one CIM Group Founding Principal, and one CIM Group investment principal. In addition, potential third-party appraisers are selected through a formalized assessment of multiple factors including cost effectiveness, appraiser expertise, and quality of work product. Appraisers are required to be in good standing with a Member of the Appraisal Institute. Appraisal firms will typically be rotated out of the selection process regularly to minimize any conflicts of interest that could result from entrenchment; i.e. the risk that an appraiser could provide advantageous appraisals to ensure its continued retention. Further, the public REITs' Board of Directors will typically review such appraisals to strike the net asset value annually.

### *Conflicts Relating to Time and Resources of Investment Professionals*

As noted in "Item 4: Advisory Business," CIM IC Management has 93 supervised persons and access to CIM Group's over 1,000 employees. While such personnel, as well as the officers of CIM IC Management, devote as much of their time to CIM IC Management's Clients as reasonably required to fulfill CIM IC Management's fiduciary duties to its Clients, pursuant to the Governing Documents and in accordance with reasonable commercial standards, they are not exclusive to CIM IC Management's current Clients. For example, such persons will likely, manage Affiliated Advisers investment funds, accounts or other investment vehicles with investment objectives similar to those of CIM IC Management's current Clients, and/or serve as officers, directors, or principals of entities that operate in the same, or a related, line of business as CIM IC Management's current Clients. While such persons are performing their respective roles with and for Client and Affiliated Advisers' clients', competing priorities and allocation of time and responsibilities create a conflict of interest.

### *Reliance on Third Parties*

Client frequently retains third parties to provide services to its investments. The success or failure of such investments will depend to a significant extent on the performance of such services. Client also makes investments through partnerships, joint ventures, and/or other entities with third parties. While CIM IC Management reviews the qualifications and previous experience of such third parties, the selection of a third-party co-venture or partner is inherently based on subjective criteria with the result that the performance and abilities of a particular third party will be difficult to assess. The success or failure of such investments may depend, to a significant extent, on the performance of such third party.

### *Lack of Diversification*

If diversification is an objective of the Client's objectives, there is no assurance as to the degree of diversification that will actually be achieved in the Client's investments. The Client may make a

limited number of investments and, as a consequence, the aggregate return to the Client may be substantially affected by the unfavorable performance of even a single investment.

#### *Cybersecurity Breaches and Identity Theft*

CIM IC Management's information and technology systems may be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes, typhoons, earthquakes, wars, terrorist attacks and other similar events. Measures designed to manage risks relating to these types of events cannot provide absolute security. The techniques used to obtain unauthorized access to data, disable or degrade service, or sabotage systems change frequently and may be difficult to detect for long periods of time. If these systems are compromised, become inoperable for extended periods of time or cease to function properly, CIM IC Management may have to make a significant investment to fix or replace them. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in CIM IC Management's operations.

#### *Potential Implications of the United Kingdom's Withdrawal from the European Union*

The decision made in the United Kingdom referendum to leave the European Union (commonly known as "Brexit") has led to volatility in global financial markets and may lead to weakening in consumer, corporate and financial confidence in the United Kingdom and Europe.

#### *LIBOR*

In July 2017, the Financial Conduct Authority in the United Kingdom, which regulates LIBOR, announced that it intends to stop compelling banks to submit rates for the calculation of LIBOR after December 31, 2021. In the event that LIBOR is discontinued, the interest rate for any Clients' indebtedness that is indexed to LIBOR at the time of discontinuation will be based on a replacement rate or an alternate base rate as specified in the applicable Governing Documents. Such an event would not affect Clients' ability to borrow or maintain already outstanding borrowings, but the replacement rate or alternate base rate could be higher or more volatile than LIBOR prior to its discontinuance.

#### *Force Majeure*

Force majeure is the term generally used to refer to an event beyond the control of the party claiming that the event has occurred, including acts of God, fire, flood, weather, earthquakes, war, terrorism, and labor strikes. In particular, terrorist attacks have caused instability in the world financial markets and may generate global economic instability. In addition, investments in infrastructure assets may involve significant strategic assets that have a national or regional profile and may have monopolistic characteristics. The nature of these assets could expose them to a greater risk of being the subject of a terrorist attack than other assets or businesses. Some force majeure events may adversely affect a party's ability to perform its obligations, under a contract or otherwise, until it is able to remedy the force majeure event. In addition, the cost of repairing or replacing damaged assets could be considerable. Force majeure events that are incapable of, or

costly to, cure may also have a permanent adverse effect on an investment. Liability, fire, flood, extended coverage and rental loss insurance with insured limits and policy specifications that are customary for certain investments will be maintained. However, Clients may not be able to insure against all catastrophic losses described herein. For example, most insurers are excluding terrorism and earthquake coverage from their all-risk policies. As such, catastrophic losses may be either uninsurable or insurable at such high rates that to maintain such coverage would cause an adverse impact on the related investments. If a major uninsured loss occurs, Clients could lose both invested capital in and anticipated profits from the affected investments. In general, discretion as to the type and level of coverage to obtain, or whether to obtain insurance at all will be specified in the Clients' Governing Documents.

### *Public Health Risk*

Certain countries have been susceptible to pandemics and epidemics, such as severe acute respiratory syndrome, avian flu, H1N1/09 flu and most recently, COVID-19, the coronavirus. The outbreak of an infectious disease or any other serious public health concern, together with any resulting restrictions on travel or quarantines imposed, could have a negative impact on the economy, and business activity in any of the countries in which Clients may invest and thereby adversely affect the performance of the Client's investments. During periods of economic slowdown or recession, rising interest rates or declining demand for real estate, or the public perception that any of these events may occur, could result in a general decline in rents or an increased incidence of defaults under existing leases. These disruptions could also prevent CIM IC Management and its vendors or service providers from maintaining normal business operations or could result in the loss of services of key personnel on a temporary or long-term basis due to illness or other reasons. Any such event(s) could have a significant adverse impact on the value of Client accounts and the risk profile of CIM IC Management's investment strategies.

**Item 9: Disciplinary Information**

CIM IC Management has no material facts to report regarding any legal or disciplinary events that would be material to the evaluation of CIM IC Management.



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

### ***Affiliated Investment Vehicles***

CIM Group acts as the managing member or general partner of various funds that are exempt from registration under the Investment Company Act pursuant to Sections 3(a)(1), 3(c)(5)(C), 3(c)(7) or 3(c)(1) thereof. Affiliates, CIM Capital, LLC and its relying advisers are the investment advisers to most of CIM Group's investment funds.

### ***Other Investment Advisers***

CIM IC Management and certain management persons are related to CIM Capital, LLC and its four Relying Advisers (CIM Capital Real Property Management, LLC; CIM Capital RE Debt Management, LLC; CIM Capital Controlled Company Management, LLC and CIM Capital Securities Management, LLC) which collectively provide investment advisory services primarily to investment funds, including commingled funds and single investor funds, including co-investment vehicles and separately managed accounts.

CIM IC Management and certain management persons are related to CIM Capital SA Management, LLC which will serve as a sub-adviser to the Interval Fund. CIM IC Management shall routinely review CIM Capital SA Management, LLC for, among other matters, (i) managing Client portfolios in a manner consistent with CIM IC Management's expectations and the Client's Governing Documents; and (ii) reasonable management of CIM Capital SA Management, LLC's regulatory compliance programs. CIM Capital SA Management, LLC oversight responsibilities will be the responsibility of the CIM IC Management.

CIM IC Management and certain management persons are related to OFS Capital Management, LLC ("*OFS Capital*") and OFS CLO Management, LLC, which are investment advisers registered with the SEC. OFS Capital and OFS CLO Management advise two business development companies, a closed-end fund registered with the Investment Company Act, collateralized loan obligations ("*CLOs*"), institutional separately managed accounts, and proprietary funds in investments in middle market and broadly syndicated US loans, middle market equity investments and debt and equity tranches of CLOs. CIM IC Management hires on the Client's behalf, OFS Capital to sub-advise CIM IC Management Clients' portfolios. CIM IC Management shall routinely review OFS Capital for, among other matters, (i) managing Client portfolios in a manner consistent with CIM IC Management's expectations and the Client's Governing Documents; and (ii) reasonable management of OFS Capital's regulatory compliance programs. OFS Capital oversight responsibilities will be the responsibility of the CIM IC Management.

CIM IC Management and certain management persons are related to OCV Management, LLC, an exempt reporting adviser pursuant to the Venture Capital Fund Exemption created by the Dodd Frank Act. OCV Management, LLC advises a pooled investment vehicle in investments in control positions in middling and displaced companies in the technology and life science sectors. An affiliate of OCV Management, LLC acts as the general partner for the pooled investment vehicle.

CIM IC Management and its Clients may engage in transactions (including side-by-side investments) with Affiliated Advisers clients, and CIM IC Management may provide investment advice to Affiliated Adviser clients. However, CIM IC Management and Affiliated Advisers, have adopted an Investment Allocation Policy and constituted an Investment Allocation Committee as described above to mitigate allocation risks and conflicts.

One of CIM Group's Founding Principals, who serves as chairman of CIM Group's Investment and Real Assets Management Committees, as well as CIM IC Management's Chief Compliance Officer, provide services to CIM Capital, LLC and its Relying Advisers, CIM Capital SA Management, LLC, OFS Capital Management, LLC, OFS CLO Management, LLC and OCV Management, LLC and their affiliates. A conflict of interest, due to competing priorities and allocation of time and responsibilities, arises when these officers are providing these services.

### ***Broker-Dealer***

CIM Group includes CCO Capital, LLC, a limited purpose broker-dealer registered with the SEC and a member of the Financial Industry Regulatory Authority, Inc., the scope of which is limited to acting as dealer manager and/or placement agent for Affiliated Advisers' clients. CCO Capital, LLC does not receive a commission on such sales but is paid for services performed by CIM IC Management. Certain supervised persons of CIM IC Management are registered representatives of CCO Capital, LLC.

### ***Real Estate Broker***

CIM Group includes real estate brokers that provide real estate brokerage services to CIM IC Management's Clients.

### ***Conflicts Procedures***

CIM IC Management has adopted various policies and procedures to address potential conflicts between CIM IC Management and its Clients, which CIM IC Management refers to as the "*Conflicts Procedures*." These policies and procedures, which will be modified from time to time at CIM IC Management's sole discretion, require prior review or approval of certain transactions by the Chief Compliance Officer or members of senior management. Relevant policies and procedures for addressing conflicts with respect to a particular Client are described in greater detail in the Client's Governing Documents. With respect to affiliate transactions or other matters giving rise to conflicts of interest, the relevant Governing Documents, in certain instances, provide for, among other things, consultation regarding, or approval of, such transactions by the relevant Board of Directors.

For a discussion of additional conflicts of interest and CIM IC Management's procedures for addressing those conflicts, please see "Item 8: Methods of Analysis, Investment Strategies and Risk of Loss—Material Risks."

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

CIM IC Management mandates the highest standards of ethical conduct and care from all of its personnel, including CIM Group employees who provide services to CIM IC Management (collectively, “*CIM Personnel*”). CIM Personnel must abide by this basic business standard and must not take inappropriate advantage of their position. CIM Personnel are under a duty to exercise their authority and responsibility for the benefit of the Clients and CIM IC Management and are prohibited from having outside interests that inappropriately conflict with the interests of CIM IC Management and its Clients. CIM Personnel must avoid circumstances or conduct that adversely affect, or that appear to adversely affect, CIM IC Management or its Clients.

### ***Code of Ethics***

Pursuant to Rule 204A-1 of the Advisers Act, CIM IC Management has adopted a Code of Ethics to establish applicable policies, guidelines, and procedures that promote ethical practices and conduct by all CIM Personnel and that prevent violations of the federal securities laws, including the Advisers Act. The Code of Ethics is predicated on the principle that CIM IC Management owes a fiduciary duty to its Clients. It consists of several policies primarily designed to address potential conflicts of interest, including a Personal Investment Policy, an Inside Information Policy, a Gifts and Entertainment Policy, a Political Activity Policy, an Outside Affiliations Policy and an Anti-Corruption Policy.

CIM Personnel must observe the applicable standards of care set forth in the Code of Ethics and are prohibited from seeking to evade the policies and procedures set forth therein in any way, including through indirect acts by family members or other associates. CIM IC Management also maintains various compliance policies to assure compliance with other relevant provisions of the Advisers Act (“*Compliance Policies*”). CIM Personnel must certify at least annually that they have read, understand, are subject to, and have complied with the Code of Ethics and its various Compliance Policies. CIM Personnel must comply with applicable federal securities laws and must report violations of the Code of Ethics to the Chief Compliance Officer.

CIM IC Management will provide a copy of the Code of Ethics, free of charge, to any Client or any prospective Client upon request. Request a copy of the Code of Ethics by contacting CIM IC Management’s Chief Compliance Officer, Mukya S.D. Porter, at 332-860-4900 or [mporter@cimgroup.com](mailto:mporter@cimgroup.com).

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

CIM IC Management does not generally engage in principal transactions with Clients, however, such transactions are done in limited circumstances in accordance with, and to the extent permitted by, the applicable Governing Documents and the Investment Advisers Act. CIM IC Management does not generally engage in cross-transactions with Clients, however, such transactions are done in limited circumstances in accordance with, and to the extent permitted by, the applicable Governing Documents and the Investment Advisers Act. CIM IC Management advises Clients that invest side-by-side with other Clients and Affiliated Advisers’ clients in particular assets.

Also, conflicts of interest typically occur when CIM IC Management, its affiliates or any CIM Personnel invest in the same investments, trade in the same investments at or about the same time or have a material financial interest in the same investments that CIM IC Management recommends to Clients. The Code of Ethics and the policies and procedures set forth therein have been designed to limit conflicts of interest in cases where CIM IC Management, its affiliates or any CIM Personnel, buy, sell, or otherwise have a direct or indirect interest in, investments that CIM IC Management has recommended to Clients. Because CIM IC Management Clients primarily invest in real estate and real estate-related assets and infrastructure assets, it is highly unlikely that CIM Personnel will have a direct or indirect interest in such assets.

### ***Personal Trading***

Although, as a general matter, CIM Personnel are not typically able to invest in the assets as CIM IC Management's Clients, CIM IC Management nonetheless maintains a rigorous and robust Code of Ethics that, among other things, prohibits CIM Personnel from using their knowledge concerning a trade, pending trade, or contemplated investment by any of the Clients, to profit personally as a result of such transaction, including by purchasing or selling such investments.

As required by Rule 204A-1 of the Advisers Act, the Code of Ethics contains a Personal Investment Policy which mandates that CIM Personnel disclose their personal securities holdings and transactions made in a "Reportable Security," as defined in the Code of Ethics. Further, CIM Personnel are generally prohibited from purchasing or selling, for any personal accounts, securities or other obligations of companies or issuers that, at that time, are listed on CIM IC Management's "Restricted List," which contains a list of companies or other issuers: (i) about which CIM IC Management may possess material non-public information, (ii) to which CIM IC Management may owe a fiduciary obligation, or (iii) in which CIM IC Management Clients own or intend to purchase an interest. Additionally, CIM Personnel may not invest in an initial public offering or a private placement without the prior written approval of the Chief Compliance Officer or her designee(s).

In addition, the Code of Ethics contains policies and procedures to prevent the misuse of material non-public information by CIM Personnel, including the misuse of material non-public information about its investment recommendations and Client investments and transactions. The Code of Ethics describes what constitutes "material" and "non-public" information and outlines the penalties that CIM Personnel are subject to if they trade on such information.

Moreover, CIM Personnel are prohibited from engaging in "front running." Front running is an illegal practice in which an investment professional takes a position in an investment in advance of an action he or she knows will predictably affect the price of the investment. The Restricted List and the prohibition on front running are intended to prevent conflicts between CIM IC Management and CIM Personnel and CIM IC Management's Clients.

## **Item 12: Brokerage Practices**

In the event that CIM IC Management seeks to employ a securities broker to effect a securities transaction for a Client, CIM IC Management will generally consider both qualitative and quantitative factors in selecting such a broker, including, but not limited to, the broker's reliability and execution capabilities for the transaction, the commissions charged by the broker, and the broker's reputation and responsiveness to request for trade data and other financial information.

CIM IC Management does not enter into soft dollar arrangements at this time.

### ***Aggregation***

CIM IC Management does not expect to aggregate trades across Clients.

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

### ***Account Review***

CIM IC Management closely monitors each investment and maintains ongoing oversight with respect to the performance of each investment. CIM IC Management utilizes CIM Group's Portfolio Oversight Group and Asset Management Committee to monitor each Client's investment portfolio and the individual underlying investments, respectively. Please see "Item 8: Methods of Analysis, Investment Strategies and Risk of Loss—Generally— Real Assets Management Committee" for more information on the composition and responsibilities of the Assets Management Committee and Portfolio Oversight Group.

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

CIM IC Management has adopted written policies and procedures to govern the use of solicitors and placement agents, as applicable. Among other things, these policies and procedures require that any agreement CIM IC Management enters into with a solicitor be in compliance with Rule 206(4)-3 of the Advisers Act.

## **Item 15: Custody**

Rule 206(4)-2 of the Advisers Act (the “*Custody Rule*”), and certain related rules and regulations under the Advisers Act, impose specific conditions on registered investment advisers who have actual or deemed custody of any funds or securities in which any client has any beneficial interest. An investment adviser is deemed to have custody or possession of client funds or securities if the adviser directly or indirectly holds client funds or securities or has the authority to obtain possession of them (regardless of whether the exercise of that authority or ability would be lawful).

Because CIM IC Management generally acts as a discretionary investment adviser to Clients, is able to collect revenue, has broad power of attorney, and authority over certain bank accounts, CIM IC Management is deemed to have custody over such Client’s accounts under the Custody Rule and must meet the applicable conditions of the rule with respect to such Clients.

In order to comply with the Custody Rule, applicable Clients’ financial statements are audited by an independent public accountant registered with, and subject to regular inspection by, the PCAOB no less frequently than annually, and the results of such audits are distributed to the Clients’ investors therein no later than 120 days after the end of each Client’s fiscal year.

In addition, CIM IC Management’s Interval Fund Client has adopted a custody policy to comply with Section 17f of the Investment Company Act, as amended. The rules adopted in connection therewith, and the accounts of registered investment companies are specifically exempted from the Custody Rule.



**Item 16: Investment Discretion**

CIM IC Management has discretionary authority to manage accounts on behalf of its Clients. This authority is limited by the investment objectives, practices and limitations, if any, set forth in each Client's Governing Documents. CIM IC Management maintains such discretionary authority pursuant to the investment management agreements between CIM IC Management and the Clients, along with a power of attorney in CIM IC Management's favor, when necessary.

## Item 17: Voting Client Securities

Client investments do not generally consist of voting securities. In the unlikely event voting securities are held in a Client's portfolio, any proxy solicitation received by CIM IC Management will be forwarded to the Client to vote unless CIM IC Management has agreed to vote proxies on the Client's behalf. CIM IC Management and Affiliated Advisers vote proxies, if authorized to do so by Clients, in accordance with its Proxy Voting Policy ("*Proxy Voting Policy*"), which is summarized below, and in accordance with Section 206 of, and Rule 206(4)-6 under, the Advisers Act and with CIM IC Management's fiduciary obligations.

The Proxy Voting Policy applies to voting securities held by CIM IC Management's Clients for which CIM IC Management has authority to vote proxies and has been designed to ensure that CIM IC Management votes proxies in the best interest of its Clients. In fulfilling its obligations to Clients, CIM IC Management will act in a prudent and diligent manner to enhance the economic value of the underlying investments held by each of its Clients. In acting upon these matters on behalf of its Clients, CIM IC Management will seek to avoid material conflicts of interest between the CIM IC Management's interests and the interests of its Clients.

The Investment Committee will be responsible for making proxy voting decisions for Clients. Each proxy will be reviewed and considered on a case-by-case basis taking into account relevant factors including (i) the impact of the proposal on the value of the securities, (ii) anticipated costs and benefits of the proposal, (iii) effect on liquidity and (iv) customary industry practices. The following are certain of CIM IC Management's general principles when voting proxies in respect to Client securities: a) In cases in which CIM IC Management holds a "control" position in one of its portfolio companies, CIM IC Management generally gives significant weight to the views of management it has supported. In all cases, CIM IC Management considers the effect of management positions on the value of the Client's investment; b) CIM IC Management evaluates proposals related to corporate governance matters, such as changes in the state or form of organization, amendment of charter documents, mergers and other corporate restructurings, and anti-takeover provisions, in light of the purpose underlying the Client's investment position, including the investment horizon and the current or planned ownership position and degree of management involvement by CIM IC Management; c) CIM IC Management believes that compensation of company executives and other appropriate company employees should provide proper incentives by aligning economic interests with those of shareholders. In considering proposals related to stock option plans and other management compensation issues, CIM IC Management considers the company's need to recruit and retain highly qualified individuals in competitive labor markets and will consider proposals related to compensation matters in relation to relevant industry standards and practices; and d) CIM IC Management considers the merit of proposals related to social and corporate responsibility issues and will generally defer to company management on such issues. CIM IC Management is skeptical of proposals by outsiders with non-economic agendas. CIM IC Management will not support proposals that the Firm believes may conflict with the company's ability to maximize long-term profits or would have an adverse effect on the Client's investment.

CIM IC Management will maintain proper records in connection with the Proxy Voting Policy and as required under the Advisers Act. CIM IC Management's Clients can obtain a copy of CIM IC Management's Proxy Voting Policy, voting procedures and information about how CIM

IC Management has voted proxies, by contacting CIM IC Management at  
DL\_Compliance@cimgroup.com.

**Item 18: Financial Information**

CIM IC Management is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to its Clients.

**Balance Sheet**

CIM IC Management does not require or solicit any prepayment of fees six months or more in advance and, therefore, is not required to provide a balance sheet for its most recent fiscal year.

**Contractual Commitments to our Clients**

CIM IC Management has no financial condition that is reasonably likely to impair its ability to meet contractual and fiduciary commitments to its Clients.

**Bankruptcy Petitions**

CIM IC Management has never been the subject of a bankruptcy petition.