



*Brochure (ADV – Part 2A)*

**Item 1 – Cover Page**

Date of Brochure: January 25, 2021

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Furthermore, we are required to tell you the following:

This brochure provides information about the qualifications and business practices of Alex. Brown Realty, Inc. and ABR Properties, Inc. (collectively, “Alex. Brown Realty”). If you have any questions about the contents of this brochure, please contact us at the contact information provided above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

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

Our registration as an investment adviser with the SEC does not imply any particular level of skill or training.

## **Item 2 – Material Changes**

This ADV Part 2A Brochure (“Brochure”) replaces Alex. Brown Realty’s prior brochure dated June 25, 2020 for purposes of providing certain updates to Alex. Brown Realty’s business.

The material updates reflected in this Brochure are as follows:

- Item 5, Part A (Compensation Method, Fee Schedule, Negotiability) has been updated to (a) delete the separate management fee calculation for the Chesapeake Property VI Limited Partnership (the “HNW Partnership”) as a result of the recent conversion of investors’ interests in the HNW Partnership to the ABR Chesapeake Investors VI-B Limited Partnership (the “Conversion”), and (b) add the fee structure for the ABR Hotel Opportunity Fund (the “Hotel Fund”) which is a current fund offering that is expected to have its first investor closing in early 2021.
- Item 6, Part A (Performance-Based Fees and Side-By-Side Management) has been updated to (a) delete the performance-based fee structure for the HNW Partnership, and (b) add the performance-based fee structure for the Hotel Fund.
- Item 8 (Methods of Analysis, Investment Strategy and Risk of Loss: Material Risks) has been updated to add a risk factor for opportunistic investment strategy.
- Item 10, Part C (Other Material Relationships: Fund Relationships) has been updated to modify the list of Fund entities by (a) deleting the HNW Partnership, (b) adding certain Fund VI entities which were formed in connection with the recent restructure, and (c) adding certain Hotel Fund entities. In addition, this section has been updated to add a description of the borrower/lender relationship between Chesapeake Investments VI-B Limited Partnership and Chesapeake VI-B, LLC.
- Item 13 (Review of Accounts) has been updated to delete John M. Prugh as a member of Alex. Brown Realty’s Investment Committee.

### **Item 3 – Table of Contents**

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## **Item 4 – Advisory Business**

### **Part A - Description of Advisory Business**

#### *Description of Firm*

Alex. Brown Realty is registered with the SEC as an investment adviser under the Investment Advisers Act of 1940, as amended (the “Act”). We provide real estate investment management services for qualified domestic and international individuals and institutional investors, such as public and private pension plans, trusts, endowments, foundations and other entities, who invest with us through closed-end, commingled investment funds that we create for their benefit. As used in this Brochure, the words “Alex. Brown Realty”, “we”, “our”, and “us” refer to Alex. Brown Realty, Inc. and ABR Properties, Inc.

#### *Time in Business*

Alex. Brown Realty has been in the business of organizing and managing real estate investment opportunities for clients and investors since 1972. We initially registered with the SEC in August 2010.

#### *Principal Owners*

Alex. Brown Realty is owned by (1) Knollwood Investment Fund LLC, (2) certain lineal descendants of Alexander Brown, whether individually or through trusts formed for their benefit, and (3) certain of our employees. Alexander Brown founded Alex. Brown and Sons, which was the first investment bank in the United States.

### **Part B - Description of Advisory Services**

Alex. Brown Realty provides investment management and advisory services regarding real estate and related investments (including mortgage debt secured by real estate) on behalf of its clients. Our real estate investments are typically limited to commercial properties located in the United States, including retail, office, medical office, industrial, multi-family, student housing, senior living and hospitality properties.

#### *Pooled Investment Vehicles*

As of the date of this Brochure, all of our investors invest through closed-end, private commingled investment funds (“Funds”) that we have organized for their benefit. An affiliate of Alex. Brown Realty serves as the general partner or manager of each of these Funds.

An investor in one of these Funds holds an ownership interest in the Fund entity itself and does not directly own real estate. The Fund entities then typically hold the underlying real estate

assets through single-asset limited partnerships and limited liability companies that are managed by affiliates of Alex. Brown Realty under joint venture arrangements with third-party operators.

#### *Short-Term Investments*

Alex. Brown Realty manages cash for clients and invests client capital in interest-bearing bank accounts and short-term liquid investments, including obligations of federal, state and local governments and their agencies, money market funds, commercial paper and certificates of deposit of federally-insured commercial banks, savings banks or savings and loan associations (“Short-Term Investments”). Alex. Brown Realty may establish discretionary accounts with lenders and their affiliated investment advisers to facilitate such Short-Term Investments. Short-Term Investments are intended to be temporary, pending distribution of such funds to clients or investment of such funds in new or existing real estate investments.

### **Part C - Tailored Advisory Services**

#### *Funds*

We tailor our investment advisory and management services to the specific goals, objectives and operating guidelines of each Fund entity, which are disclosed in the Funds’ private placement memoranda and constituent documents (e.g., limited partnership agreements).

### **Part D - Wrap Fee Programs**

Not applicable. Alex. Brown Realty does not participate in wrap fee programs.

### **Part E – Client Assets Under Management**

As of March 31, 2020, Alex. Brown Realty managed approximately \$337,443,578 of client assets on a discretionary basis (approximately \$87,795,834 of which constitutes uncalled capital commitments from investors in Fund clients). Discretionary assets under management are calculated based on the fair market value of such assets.

As of March 31, 2020, Alex. Brown Realty does not manage any client assets on a non-discretionary basis.

Alex. Brown Realty is deemed to manage client assets on a “discretionary” basis when its clients have given Alex. Brown Realty authority to determine the real estate and related investments to make and when to buy and sell those investments, as well as the authority to make ongoing management decisions over the investment’s life cycle. However, even in these instances, Alex. Brown Realty’s discretion may be subject to limitations and restrictions as outlined by the client in the investment management agreement, in investment guidelines, or in an investment policy statement.



Alex. Brown Realty is deemed to manage client assets on a “non-discretionary” basis when it must seek the approval of a client before buying or selling a real estate or related investment on such client’s behalf, or to make ongoing management decisions over the investment’s life cycle.

## **Item 5 – Fees and Compensation**

### **Part A - Compensation Method; Fee Schedule; Negotiability**

#### *Fees – Funds*

As compensation for the investment management and advisory services that Alex. Brown Realty provides to its Funds, we receive the following:

- management fees calculated as a stipulated percentage of investor capital contributions and capital commitments; and
- performance-based fees as described in Item 6 below.

With respect to our current Fund, ABR Chesapeake Fund VI (“Fund VI”), affiliates of Alex. Brown Realty will receive a management fee equal to 1.5% per annum of the lesser of (a) the sum of all funded Class A Limited Partner capital commitments, less (1) net capital returned to Class A Limited Partners through the distribution of property sales or refinancings proceeds; and (2) the amount of any realized loss incurred on the complete disposition of any property (the “Partnership Capital Base”), or (b) the Partnership Capital Base, as adjusted by us to reflect the aggregate value of Fund VI’s interest in its real estate investments; plus, while the capital commitments of the Class A Limited Partners remain subject to being called by the general partner of the Fund, 0.90% per annum of all unfunded Class A Limited Partner capital commitments. Notwithstanding the foregoing calculations, we will receive a minimum fee of 0.2% per annum on funded capital commitments.

With respect to the ABR Hotel Opportunity Fund (the “Hotel Fund”), affiliates of Alex. Brown Realty will receive a management fee equal to 1.5% per annum of the lesser of (a) the sum of all funded Class A Limited Partner capital commitments, less (1) net capital returned to Class A Limited Partners through the distribution of property sales or refinancings proceeds; and (2) the amount of any realized loss incurred on the complete disposition of any property (the “Partnership Capital Base”), or (b) the Partnership Capital Base, as adjusted by us to reflect the aggregate value of the Hotel Fund’s interest in its real estate investments; plus, while the capital commitments of the Class A Limited Partners remain subject to being called by the general partner of the Fund, 1.0% per annum of all unfunded Class A Limited Partner capital commitments. Notwithstanding the foregoing calculations, we will receive a minimum fee of 0.2% per annum on funded capital commitments.

With respect to Alex. Brown Realty’s earlier funds, the offering periods for such funds have expired, and the fees related to such funds were disclosed in the governing documents and private placement memoranda for such funds and/or previous versions of this Brochure.

The fees described above are payable to certain affiliates of Alex. Brown Realty that serve as general partners to certain of the limited partnerships identified in Item 10, Part C below. Except as provided below, pursuant to investment advisory agreements between Alex. Brown Realty and such affiliates, Alex. Brown Realty is entitled to receive a fixed annual fee for the investment management and advisory services that it provides to such affiliates. Such fee is payable by such affiliates (and not investors or the Funds) out of the management fees they earn from the Funds. Alex. Brown Realty is entitled to waive such fees in its discretion, which it has done historically as a matter of course. With respect to Fund VI, the investment advisory agreements do not entitle Alex. Brown Realty to receive such a fee for the services that it provides to such affiliates.

The foregoing fees are generally payable quarterly in arrears, and in limited circumstances (e.g., early closers, repeat investors, commitments above a threshold) are subject to discount. Investors who are admitted after the initial investor closing in such Fund entity will be required to pay an allocable share of the Fund entity's management fees that such investor would have been allocated if it had been admitted to the Fund entity at the initial investor closing. The governing documents and private placement memoranda for the Funds disclose these fees in greater detail.

#### *Other Fees*

From time to time, Alex. Brown Realty's employees may provide certain legal services to pooled investment vehicles. Depending on the arrangement with the particular pooled investment vehicle, these services are generally provided at no more than a reasonable estimation of the cost of the applicable employee's time spent on such matters, and our right to be reimbursed for these services is waived periodically. These fees are not negotiable and are payable only after the services have been provided.

#### **Part B - Method of Payment**

Alex. Brown Realty and applicable affiliated parties have the right to deduct fees directly from cash flow received by, and investor capital contributions made to, Fund entities. Management fees and administration fees are paid quarterly, in arrears.

Performance-based fees are payable in accordance with the terms of the governing documents for the pooled investment vehicles or other entities that provide for such fees. However, performance-based fees are only payable from realized gains and profits, and are not payable from mere unrealized appreciation in asset values.

Clients and investors are not typically billed or invoiced for fees incurred.

#### **Part C – Other Types of Fees or Expenses**

Except as noted in this Brochure or in the applicable Fund private offering memoranda, investors who invest in our Funds are not obligated to pay other fees or expenses in connection with our advisory services. Subject to the terms set forth in its applicable governing documents, Fund entities bear (and reimburse us and our affiliates for) all costs, fees and expenses relating to its activities and operations (and/or those of any special purpose or parallel investment vehicle) including, without limitation: (i) costs and expenses incurred in connection with the formation and organization of the Fund, including all Fund related entities (e.g., the Fund's general partner or manager, as applicable, and subsidiaries), and the offering of interests in a Fund (and any parallel investment vehicles), (ii) costs and expenses associated with the operation of the Fund, including tax and financial statement preparation fees, governmental fees and taxes, administrator fees, custodial fees, costs of communications with investors and ongoing legal, accounting, auditing, administration, appraisal, consulting and other professional fees and expenses; (iii) costs, expenses and charges incurred in connection with the investment activities of the Fund and the management, monitoring, identification, evaluation, negotiation, structuring, due diligence, underwriting, development, acquisition, ownership, sale, valuation, hedging or financing of the Fund's investments or potential investments, including research expenses, brokerage and custodial fees and commissions, fees of financial advisors, legal counsel, consultants, engineers and any other professionals and third-parties retained by or on behalf of the Fund in connection with such activities and travel expenses (which may include the cost of commercial travel, lodging, entertainment and meals); (iv) expenses of any meetings of the investors or the advisory committee of the Fund, (v) the costs of any litigation or other extraordinary events and indemnification obligations relating to the affairs of the Fund, (vi) expenses associated with maintaining the Fund's legal existence, and (vii) all expenses incurred in connection with any borrowing, indebtedness or credit facility of the Fund. Because the foregoing costs and expenses are borne by the Funds, these items are likely to impact the overall performance of an investment. Notwithstanding the foregoing, we or an affiliate may from time to time in our or its discretion elect to bear certain expenses or costs relating to or with respect to one or more of the Funds. The foregoing list of expenses is not intended to be exhaustive or complete with respect to any Fund and is qualified in its entirety by the applicable governing and offering documents of each Fund. Investors generally do not receive detailed information regarding specific expenses paid by the Fund entities.

#### **Part D – Pre-Paid Fees**

Alex. Brown Realty's fees are earned when services are provided, and are typically paid in arrears after the services have been provided.

#### **Part E – Compensation for the Sale of Securities**

Except as set forth in Item 5, Part A (Fee - Funds) above, Alex. Brown Realty does not accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds. None of Alex. Brown Realty's supervised persons accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

### *Performance-Based Fees*

Alex. Brown Realty and certain of its affiliates accept performance-based fees from pooled investment vehicles and other entities. These fees are calculated as a percentage of the realized net return above a certain minimum return to investors (e.g., 20% to Alex. Brown Realty or its affiliate after payment of a preferred return on investor capital ranging from 8.0% to 10.0%). Such fees are disclosed in the private placement memoranda and in the governing documents related to such vehicles and entities.

With respect to Fund VI, once the investors have received all their contributed capital and a preferred return of 9.0%, an affiliate of Alex. Brown Realty is entitled to receive (a) 40% of all distributions until it has received 20% of all profits, and (b) 20% of any additional distributions.

With respect to the Hotel Fund, once the investors have received all their contributed capital and a preferred return of 8.0%, an affiliate of Alex. Brown Realty is entitled to receive (a) 50% of all distributions until it has received 20% of all profits, and (b) 20% of any additional distributions.

While Alex. Brown Realty believes that performance-based fees serve to align our interests with those of our clients and investors, our receipt of performance-based fees may incentivize Alex. Brown Realty and our affiliates to make investment decisions that are riskier or more speculative than those that would be made in the absence of such performance-based fees.

### *Side-by-Side Management*

Alex. Brown Realty manages accounts that are charged both fixed management and other fixed fees as described in Item 5 above, as well as performance-based fees as described in this Item 6 above. Alex. Brown Realty also manages accounts that are only charged fixed management fees and other fixed fees as described in Item 5 above. The SEC refers to this as “side-by-side management.”

As discussed above, Alex. Brown Realty believes that performance-based fees serve to align Alex. Brown Realty's interests with the interests of our clients who pay such fees. However,

such performance-based fees may create a conflict of interest by giving Alex. Brown Realty and our affiliates a financial incentive to make investment decisions that are riskier or more speculative than those that would be made in the absence of such performance-based fees.

In addition, side-by-side management scenarios create a potential conflict of interest by giving Alex. Brown Realty and its affiliates an incentive to devote more resources or allocate more favorable investment opportunities to client accounts that pay performance-based fees instead of those that pay only fixed fees.

A variety of measures are in place to mitigate these risks. The most significant safeguard is the fact that, typically, there is no overlap of investment objectives between client accounts that pay performance-based fees and client accounts that do not pay performance-based fees; accordingly, investment opportunities do not often overlap between these types of client accounts.

In addition, if such overlap nonetheless occurs, Alex. Brown Realty's investment allocation policy requires Alex. Brown Realty to allocate investments between competing clients on a fair and equitable basis, having due regard for concentration and other suitability risks, timing in the respective clients' investment periods, required capital commitments relative to the remaining capital of the respective clients, and the portfolio of assets held by respective clients. The primary basis for allocating investment opportunities is finding the best "fit" among competing clients when these metrics are considered.

If these considerations do not yield a definitive conclusion regarding the allocation, the investment will either be allocated (1) on a client rotation schedule, or (2) if appropriate in light of the metrics discussed above, jointly to the respective clients on a co-investment basis.

Investment allocation decisions are never made based on which of two (or more) competing clients will yield the greatest financial reward to Alex. Brown Realty.

## **Item 7 – Types of Clients**

### *Types of Clients*

Alex. Brown Realty's clients are almost exclusively corporations, general partnerships, limited partnerships, limited liability companies, certain trusts and other organizations to which we provide investment advice based on the particular legal organizations' investment objectives rather than the individual investment objectives of the underlying investors. These legal organizations are primarily pooled investment vehicles, including (1) limited partnerships that are structured to comply with the registration exemptions available under § 3(c)(7) of the Investment Company Act of 1940, as amended, and § 4(2) of the Securities Act of 1933, as amended, and (2) one pooled investment vehicle formed in Ireland and authorized by the Irish Central Bank pursuant to Part XIII of the Irish Companies Act 1990, which we sponsor and manage through our affiliates. The investors in these pooled investment vehicles are primarily high net worth individuals, publicly sponsored and privately sponsored pension plans, private endowments and foundations, and similar institutional investors.

### *Minimum Account Size*

Depending on the nature of the underlying investment security, we sometimes impose minimum investment amounts (typically ranging from \$500,000 to \$3,000,000) on investors in our Funds. Subject to the requirements of certain legal restrictions (which may impose independent minimum investment thresholds over which we have no control), we may waive these minimum investment amounts, as disclosed in the private placement memoranda and governing documents of the Fund entities and other applicable entities.

## **IMPORTANT NOTICE**

This Brochure may be provided to a prospective investor in one of our privately-offered Funds, together with the Fund's private placement memorandum ("PPM"), organizational documents and other related documents (collectively, "Governing Documents"), in connection with such prospective investor's consideration of an investment in the Fund. While this Brochure may include information about the Fund, it does not represent a complete discussion of the features, risks or conflicts associated with the Fund. More complete information about each of our Funds is included in its PPM and other Governing Documents.

In no event should this Brochure be considered an offer of interests in a Fund or relied upon in determining to invest in a Fund. It is also not an offer of, or agreement to provide, advisory services directly to any recipient. Rather, this Brochure is designed only to provide information about us to comply with regulatory requirements under the Advisers Act, which may cause information in this Brochure to differ from the information provided in a PPM. If there is any

conflict between the information in this Brochure and similar information in the Fund's PPM, investors should rely on the information in the PPM.

## **Item 8 – Methods of Analysis, Investment Strategy and Risk of Loss**

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

In the selection of investments for its clients, Alex. Brown Realty analyzes a variety of factors to ensure that targeted investments comport with the client's stated investment objective or policy. This analysis includes:

- in-depth review of the underlying real estate asset's fundamentals (occupancy/vacancy, rental rates, expenses, etc.) and characteristics (identity and creditworthiness of major tenants, review of third-party environmental and engineering reports);
- detailed research of the trends and dynamics of the markets and submarkets in which the underlying real estate asset is located, and the fundamentals of competing properties in those markets and submarkets;
- the qualifications and expertise of the operating joint venture partners and third parties upon whom Alex. Brown Realty will rely to manage the day-to-day operations of the underlying real estate asset;
- the national climate for real estate investments, and related trends in debt and equity capital markets; and
- the terms of mortgage financing that are available to acquire, own and operate the underlying real estate asset.

As noted in Item 4, Part B above, Alex. Brown Realty also advises clients on Short-Term Investments. Alex. Brown Realty may establish discretionary accounts with lenders and their affiliated investment advisers to facilitate such Short-Term Investments. In selecting Short-Term Investments for clients, Alex. Brown Realty's analysis is primarily fundamental, whereby the creditworthiness of the security obligor is analyzed through review of rating agency analyses and other publicly available information.

Investments in real estate and related investment products involve economic and business risks inherent to the asset class, as described in "Material Risks" below. Such investments involve a risk of loss that our clients and investors should be prepared to bear.

### **Material Risks**

#### *General Real Estate Risks*

Investments in real estate and related securities are subject to varying degrees of risk. The investments that we make on behalf of our clients will be subject to the risks generally associated with real estate investments, such as, among others, adverse changes in: (1) national or local economic conditions, neighborhood characteristics or the investment climate for real estate; (2)

real estate tax rates, operating expenses, and energy and transportation costs; (3) zoning, building and land use laws and regulations; (4) occupancy or rental rate prospects for assets due to competition or competitive over-building in the geographic area in which an asset is located; (5) governmental rules and fiscal policies; (6) patterns of employment and transportation; (7) utilization of adjacent land; (8) demographic trends; (9) interest rates and availability of mortgage funds or other financing; (10) federal, state or local income tax laws; (11) governmental policies affecting real property generally; and (12) the provision of adequate public utilities or other public facilities in the geographic area surrounding an asset. Our investments may also be subject to the risks associated with (a) competition for real estate investments with individuals and third-party sponsors with similar investment objectives; (b) increased environmental liabilities; and (c) possible condemnation and eminent domain proceedings. Such changes and factors, as well as other factors which are beyond our control, could adversely affect investor returns.

#### *Risks of Value-Added Investment Strategy*

Alex. Brown Realty frequently pursues investment opportunities on behalf of its clients that will require “value-added” services including, without limitation, management of development activities, initial lease-up or pre-operational activities, and substantial asset rehabilitation or repositioning efforts. While such investments have the potential to generate higher rates of return than investments in properties that do not require such services, they also entail higher levels of risk. These risks include but are not limited to: (1) the risk that required governmental approvals, licenses or permits will not be obtained; (2) the risk that construction or rehabilitation of improvements will not be completed within the budgeted time or at the budgeted costs; (3) the risk that tenants will not be found for a newly-constructed property or that new tenants will not be found for a repositioned property; (4) the risk of the failure of the general contractor or subcontractors to perform their obligations; (5) the risk arising from the fact that properties which are not yet fully developed generally do not generate cash flow; and (6) the risk that the strategy does not result in the addition of value to a property.

#### *Risks of Opportunistic Investment Strategy.*

Alex. Brown Realty may pursue opportunistic investments for the Hotel Fund in hotel assets that are distressed or under-performing. While such investments have the potential to generate higher rates of return than investments in assets that are not distressed or under-performing, they also entail higher levels of risk. These risks include but are not limited to: (i) hotel fundamentals may take longer to recover than anticipated; (ii) hotel fundamentals may not recover to pre-pandemic levels during the Hotel Fund’s holding period; (iii) the Hotel Fund may not be able to negotiate desired relief from hotel lenders and franchisors; (iv) one or more hotel demand generators may remain permanently impaired as a result of the pandemic; and (v) the risk that the strategy

adopted by the Hotel Fund does not result in the addition of value to the hotel asset. There is no assurance that any problems experienced at such hotel assets will be solved, in which case distributions from the applicable portfolio companies could be below expectations.

#### *Investment in Distressed Assets*

Alex. Brown Realty may pursue investment opportunities on behalf of its clients in underperforming or other distressed assets. Investments in properties operating in workout modes or under the United States Bankruptcy Code are, in certain circumstances, subject to additional potential liabilities that may exceed the value of the original investment. In addition, under certain circumstances, payments to and distributions from Funds may be reclaimed if such payments or distributions are later determined to have been fraudulent conveyances or preferential payments. Numerous other risks often arise in the workout and bankruptcy contexts, including unexpected costs and delays caused by court proceedings or disagreements among creditors with conflicting interests, and the possibility that property fundamentals will deteriorate while a property operates in workout mode or under the United States Bankruptcy Code.

#### *Joint Venture Risk*

Alex. Brown Realty regularly pursues investment opportunities on behalf of its clients through “joint venture” arrangements with third parties. Under these arrangements, the joint venture partner often contributes equity capital to the transaction, is responsible for day-to-day oversight of property operations, and receives asset management fees and performance-based fees. These joint venture arrangements involve risks not present in a direct investment in such Property. For example, there is the possibility that the joint venture partners may become bankrupt, have economic or business interests or goals which are inconsistent with the business interests or goals of our clients, or be in a position to take action contrary to our instructions, requests, and the investment policies or objectives of our clients. In addition, there is a risk of impasse between the parties to the joint venture. To mitigate these risks, Alex. Brown Realty focuses on retaining “major decision” rights in such joint venture relationships (e.g., the right to unilaterally make hold/sell decisions). However, these non-economic rights must be negotiated with joint venture partners along with other components of the joint venture, such as economic splits and fees, which may impair Alex. Brown Realty’s right to make unilateral major decisions regarding property investments.

#### *Availability of Financing and Risks of Leverage*

Alex. Brown Realty makes regular use of leverage in the acquisition and ownership of real estate and related assets on behalf of its clients. Leverage involves a high degree of financial risk and may increase the exposure of an investment to factors such as rising interest rates, economic downturns and deterioration of properties or neighborhoods. The use of leverage often

subordinates investor returns to the prior payment of principal and interest to the lender. In addition, if revenues or refinancing or sales proceeds are insufficient to repay any loan, the lender could foreclose on the property asset and all or part of a client's investment in such property may be lost.

#### *Side Letters with Fund Investors.*

Investors may from time to time negotiate "side letters" governing their investments in certain Fund entities that modify or supplement their rights and obligations under the applicable Fund partnership agreements, including placing limits on their maximum capital contributions or compensation to be paid to Alex. Brown Realty or its affiliates that would be allocable to such Fund investor. There is no "most favored nations" status granted to all Fund investors generally and no Fund investor will be entitled (except as provided in such investor's side letter) to any rights or obligations agreed upon with another Fund investor in any such side letter.

#### *COVID-19 and Public Health Emergencies*

As of the date of this ADV-2 filing, there is an outbreak of a novel and highly contagious form of coronavirus ("COVID-19"), which the World Health Organization has declared to constitute a "Public Health Emergency of International Concern." The outbreak of COVID-19 has resulted in numerous deaths, adversely impacted global commercial activity and contributed to significant volatility in certain equity and debt markets. The global impact of the outbreak is rapidly evolving, and many countries, states, provinces, districts, departments and municipalities have reacted by instituting quarantines, curfews, prohibitions on travel and the closure of offices, businesses, schools, retail stores and other public venues, including certain infrastructure structures and facilities.

Businesses are also implementing similar precautionary measures. Such measures, as well as the general uncertainty surrounding the dangers and impact of COVID-19, are creating significant disruption in supply chains and economic activity and are having a particularly adverse impact on transportation, hospitality, tourism and entertainment, among other industries. As COVID-19 continues to spread, the potential impacts, including a global, regional or other economic recession, are increasingly uncertain and difficult to assess.

Any public health emergency, including any outbreak of COVID-19, SARS, H1N1/09 flu, avian flu, other coronavirus, ebola or other existing or new epidemic diseases, or the threat thereof, could have a significant adverse impact on the Funds and their investments and could adversely affect the Funds' ability to fulfill its investment objectives.

The extent of the impact of any public health emergency on the operational and financial performance of the Funds will depend on many factors, including the duration and scope of such

public health emergency, the extent of any related travel advisories and restrictions implemented, the impact of such public health emergency on overall supply and demand, goods and services, investor liquidity, consumer confidence and levels of economic activity and the extent of its disruption to important global, regional and local supply chains and economic markets, all of which are highly uncertain and cannot be predicted. The effects of a public health emergency may materially and adversely impact the value and performance of the Funds' investments as well as the ability of the Funds to source, manage and divest investments and achieve their investment objectives, all of which could result in significant losses to the Funds. In addition, the operations of each of the Funds, their investments and Alex. Brown Realty may be significantly impacted, or even halted, either temporarily or on a long-term basis, as a result of government quarantine and curfew measures, voluntary and precautionary restrictions on travel or meetings and other factors related to a public health emergency, including its potential adverse impact on the health of any such entity's personnel.

*Summary Only*

The foregoing is only a summary of certain material risks inherent in real estate and related interests, including investments managed by Alex. Brown Realty. For Fund investors, a more comprehensive discussion of the risks applicable to an investment managed by Alex. Brown Realty is set forth in the applicable Fund's private placement memorandum, which should be reviewed in its entirety.

**Item 9 – Disciplinary Information**

We have no information to report in response to this item.

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

### **Part A - Broker-Dealers**

Neither Alex. Brown Realty nor any member of its management is registered, or has an application pending to register, as a broker-dealer or representative of a broker-dealer.

### **Part B - Futures Commission Merchant, Etc.**

None of Alex. Brown Realty, its management or its affiliates currently is registered with the CFTC as a commodity pool operator and/or commodity trading advisor pursuant to exemptions provided by CFTC Rule 4.13(a)(3) and Section 6m(3) of the Commodity Exchange Act, as amended, or has an application pending to register, as a futures commission merchant, commodity pool operator, or a commodity trading advisor, or is an associated person of any of the foregoing.

### **Part C – Other Material Relationships**

#### *Fund Relationships*

Management persons or subsidiaries of Alex. Brown Realty serve as directors, officers, general partners or managers of the following Fund entities. These pooled Fund entities are either clients to which we provide investment advisory and management services or are entities designated to consolidate client capital within the various Funds. Investors will be, are, or have been in the past, solicited to invest (directly or indirectly) in these Fund entities.

- ABR Chesapeake Investors IV Limited Partnership
- ABR Chesapeake Investors V-b Limited Partnership
- ABR Chesapeake Investors VI Limited Partnership
- ABR Chesapeake Investors VI-B Limited Partnership
- ABR Chesapeake Ireland IV plc (non-US Fund entity)
- ABR Chesapeake IV Limited Partnership
- ABR Chesapeake V Limited Partnership
- ABR Chesapeake VI Limited Partnership
- ABR Chesapeake VI-B Limited Partnership
- ABR HOF, LLC (to be formed)
- ABR Hotel Opportunity Fund Limited Partnership (to be formed)
- ABR Properties IV, LLC
- ABR Properties V, LLC
- ABR Properties VI, LLC
- ABR Properties VI-B, LLC

- ABR Properties VI 2020, LLC
- Alex. Brown Realty Chesapeake IV Limited Partnership
- Chesapeake Investments IV Limited Partnership
- Chesapeake Investments V Limited Partnership
- Chesapeake Investments VI Limited Partnership
- Chesapeake Investments VI-B Limited Partnership
- Chesapeake Property IV Limited Partnership
- Chesapeake Property V Limited Partnership
- Chesapeake V, Inc.
- CPFF 2009 IV, Inc.
- Chesapeake VI, LLC
- Chesapeake VI-B, LLC

Officers of Alex. Brown Realty also serve as officers and directors of Chesapeake V, Inc. and the general partner of each of Chesapeake Investments V Limited Partnership and ABR Chesapeake V Limited Partnership. As part of an investment structure disclosed to investors in the applicable Fund offering and supplemental materials, (1) Chesapeake Investments V Limited Partnership has purchased shares of Chesapeake V, Inc.; (2) Chesapeake Investments V Limited Partnership has loaned funds to Chesapeake V, Inc.; (3) Chesapeake Investments V Limited Partnership is a limited partner in ABR Chesapeake V Limited Partnership; and (4) Chesapeake V, Inc. has loaned funds to ABR Chesapeake V Limited Partnership. This borrower/lender relationship between these parties creates a potential conflict of interest that would be most acute during periods of potential borrower default under the loans. These conflicts are mitigated by several factors, including the following: (a) the board of directors of Chesapeake V, Inc. is made up of different individuals than the board of directors that controls each of the other two entities, and each board owes fiduciary responsibilities to act in the best interests of the applicable Fund entity that it governs; and (b) contractual limitations in the loan documents that govern the loans.

Furthermore, officers of Alex. Brown Realty also serve as members of the executive committee of Chesapeake VI, LLC, and as members of the executive committee of the general partner of Chesapeake Investments VI Limited Partnership. As part of an investment structure disclosed to investors in the applicable Fund offering and supplemental materials, (1) Chesapeake Investments VI Limited Partnership has loaned funds to Chesapeake VI, LLC; and (2) Chesapeake Investments VI Limited Partnership is a member of Chesapeake VI, LLC. This borrower/lender relationship between these parties creates a potential conflict of interest that would be most acute during periods of potential borrower default under the loans. These conflicts are mitigated by several factors, including the following: (a) the executive committee of Chesapeake VI, LLC is made up of different individuals than the executive committee of Chesapeake Investments VI Limited Partnership, and each executive committee owes fiduciary

responsibilities to act in the best interests of the applicable Fund entity that it governs; and (b) contractual limitations in the loan documents that govern the rights and remedies of each party.

In addition, officers of Alex. Brown Realty also serve as members of the executive committee of Chesapeake VI-B, LLC, and as members of the executive committee of the general partner of Chesapeake Investments VI-B Limited Partnership. As part of an investment structure disclosed to investors in the applicable Fund offering and supplemental materials, (1) Chesapeake Investments VI-B Limited Partnership has loaned funds to Chesapeake VI-B, LLC; and (2) Chesapeake Investments VI-B Limited Partnership is a member of Chesapeake VI-B, LLC. This borrower/lender relationship between these parties creates a potential conflict of interest that would be most acute during periods of potential borrower default under the loans. These conflicts are mitigated by several factors, including the following: (a) the executive committee of Chesapeake VI-B, LLC is made up of different individuals than the executive committee of Chesapeake Investments VI-B Limited Partnership, and each executive committee owes fiduciary responsibilities to act in the best interests of the applicable Fund entity that it governs; and (b) contractual limitations in the loan documents that govern the rights and remedies of each party.

#### *Accountants and Lawyers*

Alex. Brown Realty has in-house accounting and legal staffs that provide services to clients in their capacities as Alex. Brown Realty employees.

#### *Real Estate Advisory Business*

Alex. Brown Realty provides real estate advisory services to parties that are not clients or investors in connection with such parties' real estate assets. This relationship does not create a conflict of interest as the underlying real estate assets are different sized assets and are located in different markets than the assets in Alex. Brown Realty's Funds.

Except as discussed above and in Item 11 below, we do not believe that any of the foregoing relationships create material conflicts of interests with our clients.

#### **Part D – Other Investment Advisers**

Alex. Brown Realty does not recommend or select other investment advisers for our clients, except that we have retained a sub-adviser to provide advisory services to ABR Chesapeake Ireland IV plc as described below under Item 16.

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

### *Code of Ethics Summary*

Our code of ethics, which has been acknowledged by each of our directors, officers and employees, reminds us that we owe a fiduciary duty to our clients with respect to the advisory and management services that we provide, and that we are obligated to comply with federal and state securities laws that apply to our client relationships. The code further requires that our employees provide periodic reports with respect to certain personal financial holdings to our chief executive officer, who reviews these reports to ensure that no employee is investing for himself or herself personally in a manner inconsistent with the fiduciary duty we owe to our clients.

We will provide each client, prospective client, and each current and prospective investor in our Funds with a copy of our code of ethics upon request delivered in writing to:

Alex. Brown Realty, Inc.  
Attention: Chief Compliance Officer  
300 East Lombard Street, Suite 1200  
Baltimore, Maryland 21202  
Telephone: (410) 727-4083

### *Participation/Interest in Client Transactions; Personal Trading*

Alex. Brown Realty and certain members of its management team have acquired, directly or indirectly, as investors, limited partnership interests in several of our Funds, and we expect to do so in current and future private fund offerings. These investments are made on the same economic and legal terms as are available to other investors in the applicable Fund entities. We believe the co-investment structure aligns the interests of Alex. Brown Realty with those of its clients. We believe conflicts of interests in the normal course of business generally do not arise in this relationship, but conflicts that may arise are mitigated through (1) Alex. Brown Realty's fiduciary obligations to act in the best interest of its clients, (2) contractual limitations in the investment advisory agreements and limited partnership agreements that govern Alex. Brown Realty's activities as advisor or general partner, as applicable, (3) the necessity of maintaining Alex. Brown Realty's strong reputation in the real estate investment advisory marketplace and (4) the requirement of Alex. Brown Realty not to place its interests before its clients' interests when managing Alex. Brown Realty's investment in Alex. Brown Realty sponsored Funds. We note that some of our larger investors in Funds condition their investment upon Alex. Brown Realty's co-investment in the Fund.

We solicit investments from current and potential Fund investors into limited partnerships for which our subsidiary entities act as general partners, and these Fund entities often invest into and through intermediary entities for which our subsidiary entities act as general partner or manager.

In addition, we will from time to time recommend that our clients (a) buy or sell interests in single-purpose entities that hold title to the underlying real estate assets and related interests, when our affiliate entities are allocated nominal economic interests, either as general partners of such entities or to preserve tax or other economic benefits for our clients; and (b) sell interests in such entities in which certain of our employees hold minority interests. We no longer permit employees to acquire direct interests in such entities or the underlying real estate assets.

To mitigate conflicts of interest that may arise from these situations, material decisions made with respect to these investments must be approved by Alex. Brown Realty's investment committee in accordance with procedures designed to provide the investment committee members with sufficient time and information to make a fully informed decision. This requirement minimizes the risk that a decision would be made based on any criteria other than the client's best interests.

These situations are disclosed either in the private placement memoranda applicable to our fund offerings or are disclosed separately to our clients, and are generally not resolved through arm's-length negotiations but rather through the exercise of our judgment exercised in good faith. In addition, certain conflicts of interest within some Funds are subject to the review and approval of one or more independent advisory boards.

Edward P. Nordberg, Jr. was an existing investor in one of ABR Chesapeake Fund V's real estate assets when he joined Alex. Brown Realty as a vice president, board member and shareholder. To mitigate this conflict of interest, we do not permit Mr. Nordberg to participate in any decision-making processes with respect to that particular investment.

**Item 12 – Brokerage Practices**

Alex. Brown Realty does not utilize broker-dealers in the buying or selling of investments on behalf of its clients. The questions asked by this Item 12 therefore do not apply to our business.

### **Item 13 – Review of Accounts**

Alex. Brown Realty’s investment committee meets regularly with asset managers in charge of the oversight of client real estate and related investments. Generally, each asset will be reviewed once per month (or more frequently if the asset’s circumstances demand), although these meetings are typically suspended during the period when annual asset business plans are prepared by the asset management team and reviewed by the investment committee. The goal of such regular meetings is to review and evaluate the status of each real estate investment and its performance relative to the annual business plan that was approved for such asset.

Our “investment committee” consists of (1) Thomas R. Burton, our president and senior managing director; (2) Edward P. Nordberg, Jr., our vice president and senior managing director; (3) Kathleen M. Flynn, our secretary, vice president and managing director; (4) Timothy M. Gisriel, our chief financial officer, vice president and managing director; and (5) Lawrence E. Collins, our vice president and managing director. Our chief compliance officer, general counsel and managing director, David E. Wolfe, attends investment committee meetings as a non-voting member.

The nature and frequency of reports to clients are determined primarily by the particular needs of each client. We prepare and issue to clients and Fund investors written quarterly portfolio analysis, valuation and performance reports. In addition, we provide annual reports summarizing the prior year’s performance along with audited financial statements of the applicable Fund entities.

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

From time to time, Alex. Brown Realty may retain third-party placement agents to market interests in our Funds to investors. These parties are compensated based on a percentage of the capital commitments of the investors whom they introduce to the applicable Fund, although certain other compensation may be payable as disclosed to the investors. These compensation arrangements are disclosed in the Fund private placement memoranda and other governing documents.

We may also retain a third party (“Solicitor”) and pay such Solicitor a fee or other compensation for the referral of a client to invest in a Fund or directly into a real estate investment. The Solicitor will be required to provide prospective clients with a current copy of our Brochure and the Solicitor's written disclosure statement. The Solicitor's statement will disclose the particulars of the referral relationship and the compensation we will pay to the Solicitor.

Several of our clients and investors engage the services of consultants in connection with their investments and investment managers. Compensation under this arrangement is typically paid by the client or investor.

**Item 15 – Custody**

Because we or an affiliate serves as general partner or manager of our Fund entities, we are deemed to have “custody” of client funds and securities within the meaning of Rule 206(4)-2 under the Advisers Act. In accordance with that rule, we provide the investors in such Fund entities with audited financial statements that comply with generally accepted accounting practices (GAAP) within 120 days following the Fund entity’s fiscal year-end.

### **Item 16 – Investment Discretion**

Fund entities and the investors therein grant Alex. Brown Realty full discretion to make investments on behalf of the account subject to investment guidelines that may be incorporated in the applicable agreements. With respect to our one Fund entity domiciled in Ireland, this investment discretion is shared with a third party investment manager authorized to provide investment management services to Irish entities. As a result, subject to such guidelines and limitations, Alex. Brown Realty has discretion to determine whether, when and how an asset should be purchased, sold and managed, including decisions related to capital improvements and leverage on the assets.

In addition, Alex. Brown Realty may establish discretionary accounts with lenders and their affiliated investment advisers to facilitate such Short-Term Investments. These investment advisers are typically affiliated with a Fund-level lender from which Alex. Brown Realty obtains credit on behalf of its Funds, and the Short-Term Investments managed by such investment advisers are usually maintained pursuant to the requirements of such credit arrangements. Each such arrangement grants the bank or advisor discretionary authority over such investments.

### **Item 17 – Voting Client Securities**

Alex. Brown Realty does not invest in publicly-traded securities on behalf of its clients, and therefore does not obtain voting rights in connection therewith that may be voted on behalf of clients.

Alex. Brown Realty does, however, acquire on behalf of its clients certain privately held membership interests and partnership interests in special purpose entities created to hold title to real estate investments and related interests. These entities generally comprise joint venture arrangements, where capital contributions, returns and management authority/voting rights are shared under various negotiated arrangements with third-party property operators.

In connection with these investments, a subsidiary of Alex. Brown Realty frequently becomes a general partner or manager of such property-level entities, and therefore obtains the right to vote and make decisions on matters related to the underlying real estate investments. These voting rights are often, but not always, limited to votes on certain “major decisions” regarding the underlying real estate assets (e.g., hold/sell decisions and decisions regarding major leasing matters).

Our policies and procedures require asset managers to monitor events at properties, and to report material developments to members of our investment committee at regular meetings held for this purpose. Material decisions and votes (e.g., a decision to sell an asset) must be approved by the majority of our investment committee; less significant decisions and votes (e.g., lease approvals) may be approved by the applicable asset manager and reported to the investment committee.

Our policies and procedures remind our investment committee members, asset managers, officers and employees to identify conflicts of interest as they arise, and report them to our chief compliance officer. Our chief compliance officer is responsible for ensuring that we observe our fiduciary obligations when voting and making decisions that are subject to these conflicts.

Our clients have no authority to direct how we choose to vote on these matters.

We will provide each client and each investor in our Funds with (1) a copy of our securities voting policies and procedures, and (2) reasonable information regarding how and why we made specific voting decisions on behalf of our clients (subject to confidentiality obligations we may owe to transaction counterparties), upon request delivered in writing to:

Alex. Brown Realty, Inc.  
Attention: Chief Compliance Officer  
300 East Lombard Street, Suite 1200  
Baltimore, Maryland 21202  
Telephone: (410) 727-4083

## **Item 18 – Financial Information**

### **Part A – Prepayment of Fees**

Alex. Brown Realty does not require that its clients prepay fees.

### **Part B – Financial Condition**

Alex. Brown Realty has discretionary authority over client funds and securities. We are not currently aware of any financial condition that is reasonably likely to impair our ability to meet our contractual commitments to our clients.

### **Part C – Bankruptcy**

Alex. Brown Realty has not been the subject of any bankruptcy petition since it commenced business in 1972.