



Firm Brochure
(Part 2A of Form ADV)

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This brochure provides information about the qualifications and business practices of Resource Management Service, LLC. If you have any questions about the contents of this brochure, please contact us at: 205-991-9516, or by email at: info@resourcemgt.com. 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.

March 30, 2021

Material Changes

Material Changes since the Last Update

The following is a summary of material changes to this brochure since the last ADV Part 2A was filed in March 2020.

- Advisory Business: This section was amended to update a change in RMS's ownership.
- Various sections with the brochure were updated to reflect the dissolution of certain pooled timberland funds and their affiliated entities.
- Expenses: This section was amended to include additional expenses that the funds may bear.

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Advisory Business

Firm Description

Resource Management Service, LLC (“RMS”) is a vertically integrated, privately held timberland investment manager serving institutional investors. U.S. operations are conducted through RMS which is domiciled in the U.S. and located in Birmingham, Alabama. RMS also has regional offices throughout the southern U.S. International operations are conducted through wholly owned subsidiaries in Brazil, Australia, and New Zealand.

RMS is owned and operated by its employees. RMS has 45 Members, including most senior management and key employees.

RMS was founded in 1950 as a timberland management and consulting firm providing forestry services to the forest products industry and other private landowners. In 1985, RMS partnered with a timberland investment manager as its southern U.S. asset manager.

In 2004, RMS became a timberland investment manager, offering comprehensive timberland investment services to pension funds, endowments, foundations, family offices and other institutional investors.

Principal Owners

RMS’s owners consist of 45 members. A total of 32 individuals employed by RMS own 78% of the firm. Thirteen local individual investors own the remaining 22%. Ownership in the company is broadly distributed. The largest ownership interest by an individual represents 10.2% of the membership interest of RMS, with ten senior employees holding a total ownership interest of 47.6%.

Types of Advisory Services

RMS provides timberland investment management services to institutional investors through pooled timberland funds (“Funds”) for which RMS is the manager. RMS also serves a small number of institutional investors through direct accounts (“Direct Accounts” and together with the Funds, the “Clients”). RMS sources transactions, manages timberland assets, conducts timber and land sales, and performs client accounting and reporting – all on a vertically integrated basis (i.e., with in-house staff). RMS does not tailor advisory services to the individual needs of investors in the Funds.

As of December 31, 2020, RMS managed approximately \$4.0722 billion on a discretionary basis and \$121.8 million on a non-discretionary basis in timberland assets in two countries for 13 Clients.

Investment Management Agreement

An investment management agreement or similar governing document is executed between RMS and each Client. The agreement specifies investment management, property management and performance-based fees charged to

the Client by RMS, and these vary by Client. Other provisions such as investment term vary by Client.

Fees and Compensation

Description

RMS typically charges Clients investment management and property management fees.

Investment management fees differ based on the nature of the investment and are typically based on invested capital or the fair market value of investments held by the Client. Generally, these fees range from 0.40 – 0.95%. Investment management fees vary based on each Client's investment management agreement or similar governing document.

Property management fees are charged at the asset level and may be based on acres managed, amount of invested capital, or through a contractor structure.

RMS also charges performance-based fees as described in more detail below.

Any additional fees charged by RMS or its affiliates with respect to Clients, any timberlands in which Clients are invested, or any portfolio company will be promptly disclosed to all Clients. Any of these other fees earned by RMS shall reduce on a dollar-for-dollar basis the amount of fees paid to RMS.

Applicable governing documents for the Funds or Direct Accounts provide a full description of the fees paid to RMS. RMS may elect to waive or reduce certain fees paid by Clients or investors in its sole discretion.

Fee Billing

Investment management fees are assessed monthly. Fees are usually deducted from a designated Client account to facilitate billing. The Client must consent in advance to direct debiting of their investment account.

Other Expenses

In addition to the investment management fees and carried interest distributions paid by the Funds, the Funds are responsible for costs and expenses related to, among other things: (i) organizational expenses; (ii) timber stand improvement costs and expenses; (iii) property infrastructure maintenance and security costs and expenses; (iv) property administration costs and expenses; (v) property disposition costs and expenses; (vi) special studies costs and expenses; (vii) any withholding or transfer taxes imposed on the partnership as a result of its or the partners' earnings, investments or withdrawals; (viii) any governmental fees imposed on the capital of the partnership or incurred in connection with compliance with applicable

regulatory requirements; (ix) any legal fees and costs arising in connection with any litigation, arbitration or regulatory investigation instituted by or against the partnership in connection with the affairs of the partnership; (x) costs and expenses incurred in connection with updating the offering memorandum, the qualification for the exemption of the offer and sale of units from registration under federal and state securities laws or the securities laws of foreign jurisdictions, the preparation of subscription agreements and ongoing management of the capital queue and associated capital commitments, and the private placement and sale of units; (xi) costs and expenses incurred in connection with the organization and administration of any feeder vehicle and any person that the partnership may invest in or through; (xii) the cost of the audit of the partnership's annual financial statements and the preparation of its tax returns; (xiii) the fees and expenses of the partnership's counsel in connection with advice directly relating to the partnership's legal affairs; (xiv) the cost of any outside appraisers, accountants, attorneys or other experts or consultants engaged by the partnership in connection with the operations of the partnership as well as other expenses directly related to the partnership's business; (xv) all professional fees and other transaction expenses in connection with any acquisition, disposition or other transaction respecting any investment property; (xvi) membership expenses of relevant forestry cooperatives and industry associations directly benefiting the partnership; (xvii) interest on and fees with respect to partnership indebtedness; (xviii) fund manager fees and expenses of the general partner; (xix) other ordinary operating and out-of-pocket costs and expenses of the partnership; and (xx) insurance costs and expenses. The limited partnership agreement for each Fund provides a full description of the expenses paid for by the partnership.

Under certain circumstances outlined within the Fund's governing documents, investors in one Fund are permitted to make redemptions and as such, bear any related legal or accounts costs or expenses that are incurred, none of which will accrue to RMS.

It should be noted that the Direct Accounts are subject to different fee and expense terms, as such arrangements and terms are individually negotiated as per investment management agreements entered into by RMS and the Direct Accounts.

Performance-Based Fees and Side-by-Side Management

Description

Performance-based fees are typically computed on a percentage of profits earned, generally only after a minimum return has been achieved. The performance-based fee varies by Client. The investment advisory agreement or fund management agreement for each Client provides a full description of the performance-based fee arrangements by Clients.

The performance fee may create an incentive for RMS to make more speculative investments for Clients and to make different decisions regarding the timing and manner of the realization of such investments, than would be made if such performance fees were not allocated to the general partners. The general partners' ownership interests in the Funds help to align RMS's interests with those of the investors in the Funds.

Types of Clients

Description

RMS generally provides timberland investment management services to pooled funds for which it serves as manager and whose subscribers are pension funds, endowments, foundations, family offices and other institutional investors. RMS also serves a small number of institutional investors through direct accounts.

Methods of Analysis, Investment Strategy and Risk of Loss

Methods of Analysis

Prospective acquisitions are analyzed using proprietary financial and timber growth models, which blend estimated timber yields with forward financial assumptions on timber pricing, operating costs, etc. to estimate future cash flows and current value.

Investment Strategy

The primary elements of RMS's timberland investment strategy:

- Focus on investment-grade plantations.
- Achieve and leverage operating scale.
- Apply research and technology to maximize long-term return and minimize risk.
- Practice environmentally responsible forest management.

Target investment regions, which vary by Client, include the U.S. South, Brazil, New Zealand, and Australia.

Risk of Loss

Clients and investors face the following timberland investment risks:

- Production Risk: Unforeseen timber volume and quality losses caused by natural events and by inaccuracies in timber volume and quality projections.
- Market Risk: Uncertainties in future prices for timber products.
- Currency Risk: Timber investments may be made in foreign currencies. Consequently, changes in foreign currency rates could have an impact

on the value of the timber investments, as well as distributions received from those investments.

- **Liquidity Risk:** Uncertainties associated with ability to sell timber and timberland according to a desired schedule. There is no liquid market for real estate and real estate-related investments. Market prices may not be readily ascertainable.
- **Regulatory Risk:** Potential for country, state, and local governments to regulate timberland ownership, timber harvesting and other timberland management activities.
- **Investment Risk:** An investment in the Funds or Direct Accounts carries the risk of partial or total loss of capital. RMS cannot provide any assurance that any property or investment will be profitable.
- **Concentration Risk:** While we seek diversification where possible, the possibility exists that investments may be concentrated in a geographical location or by a specific species of timber. Consequently, the success of each of those investments could be substantially adversely affected by the unfavorable performance of a particular geographical region or species of timber.
- **Risk Relating to the Ownership and Financing of Real Estate:** Clients are subject to all risks incidental to the ownership and financing of real estate, many of which relate to the general illiquidity of real estate investments, and include:
 - Changes in general or local economic conditions;
 - Increased competition;
 - Changes in interest rates and the availability of financing;
 - Changes in real estate, environmental, or zoning laws; and
 - Floods, earthquakes, hurricanes, or other natural disasters.
- **Debt Financing Risk:** Subject to the Fund's governing documents, the Funds may incur debt, which may be subject to certain guarantees to buy, operate, and otherwise improve the real estate in its portfolio. Debt financing carries risk because debt service requirements sometimes cannot be reduced if the project under-performs. If a project does not perform as expected, RMS may be unable to renegotiate the terms of the debt service with the lender on behalf of the Fund.
- **Valuation Risk:** Valuations of portfolio holdings are subjective and require the use of techniques that rely on unobservable inputs and ultimately provide no more than an estimate of fair value. Valuations may result in adjustments to the Funds' aggregate fair market values. There can be no assurance that the Funds' aggregate fair market values, as calculated based on such valuations, will be accurate on any given date,

nor can there be any assurance that the sale of any asset would be at a price equivalent to the last estimated value of such asset.

- **Force Majeure:** Portfolio investments may be affected by force majeure events (i.e., events beyond the control of the party claiming that the event has occurred, including, without limitation, acts of God, fire, flood, earthquakes, outbreaks of an infectious disease, pandemic or any other serious public health concern, war, terrorism, labor strikes, major plant breakdowns, pipeline or electricity line ruptures, failure of technology, defective design and construction, accidents, demographic changes, government macroeconomic policies, social instability, etc.). Some force majeure events may adversely affect the ability of a party (including a portfolio company or a counterparty to a Client or a portfolio company) to perform its obligations until it is able to remedy the force majeure event. In addition, forced events, such as the cessation of the operation of machinery for repair or upgrade, could similarly lead to the unavailability of essential machinery and technologies. These risks could, among other effects, adversely impact the cash flows available from a portfolio company, cause personal injury or loss of life, damage property, or instigate disruptions of service. In addition, the cost to a portfolio company or a Client of repairing or replacing damaged assets resulting from such force majeure event could be considerable. Force majeure events that are incapable of or are too costly to cure may have a permanent adverse effect on a portfolio company. Certain force majeure events (such as war or an outbreak of an infectious disease) could have a broader negative impact on the world economy and international business activity generally, or in any of the countries in which Clients may invest specifically. Additionally, a major governmental intervention into industry, including the nationalization of an industry or the assertion of control over one or more portfolio companies or its assets, could result in a loss to Clients, including if the investment in such portfolio companies is canceled, unwound or acquired (which could be without adequate compensation).
- **Cybersecurity Risk:** RMS relies on information technology to support our operations and reporting environments. A security failure of that technology could impact its ability to operate our businesses effectively, adversely impact our ability to report financial results, impact reputation and expose potential liability and litigation. RMS uses information systems to carry out operational activities and maintain business records. Some systems are internally managed, and some are maintained by third-party service providers. RMS and its service providers employ what is believed to be adequate security measures. RMS's ability to conduct business could be materially and adversely affected if these systems or resources are compromised, damaged or fail. This could be a result of a cyber incident, natural disaster, hardware or software corruption, failure or error, telecommunications system

failure, service provider error or failure, intentional or unintentional personnel actions or other disruption. In the ordinary course of business, RMS collects and stores sensitive data, including intellectual property, other proprietary information and personally identifiable information of our Clients and investors. If this data is compromised, destroyed or inappropriately disclosed, it could have a material adverse effect, including damage to reputation, loss of customers, significant expenses to address and resolve the issues, or litigation or other proceedings by affected individuals, business partners and/or regulators.

To mitigate the risks outlined above, RMS developed comprehensive risk management controls. Specific mitigation strategies are woven throughout RMS's investment and asset management processes, beginning when assets are evaluated for purchase and carrying through to asset liquidation.

Additional details about the methods of analysis, investment strategies, and risks associated with Clients' investments in timber are set forth in each Client's governing documents.

Disciplinary Information

Legal and Disciplinary

RMS and its employees have not been involved in legal or disciplinary events related to past or present investment Clients.

Other Financial Industry Activities and Affiliations

Financial Industry Registrations

RMS maintains an agreement with Trailmark, Inc. ("Trailmark"), a third-party broker-dealer whereby Trailmark is compensated for soliciting investors for the RMS Evergreen US Forestland Fund, LP.

Affiliations

RMS and its affiliates serve as the general partners of Funds which RMS manages. Specifically:

- RMS is the general partner of RMS Forest Growth III, LP and RMS Forest Growth III-B, LP;
- RMS Evergreen GP LLC is the general partner of the RMS Evergreen US Forestland Fund LP;
- RMS Brazil Fund GP, Ltd is the general partner of the RMS Forest Growth Brazil, LP;
- RMS International Fund GP Ltd is the general partner of the RMS Forest Growth International LP;

- RMS Lakeview GP, LLC is the General Partner of Lakeview Timberlands, LP; and
- Resource Management Service, LLC is the Investment Manager of Avondale Timberlands, LLC and controls Avondale Timberlands, LLC.

Additionally, property management services which are provided to Clients are performed by RMS's affiliates, RMS Timberland Australia Pty Ltd and RMS do Brasil Administracao de Florestas Ltda.

Other than as discussed above, RMS has no business arrangements that are material to its investment management services with any related person who is an investment company, other investment advisor, financial planning firm, banking or thrift institution, accounting firm, law firm, insurance company or agency, investment consultant, real estate broker or dealer, or an entity that creates or packages limited partnerships or other investment products.

Potential Conflicts of Interest

As a result of the relationships RMS maintains with its affiliates and the services provided to Clients, RMS is subject to several actual and potential conflicts of interest. However, RMS is governed by a Code of Ethics which requires its employees to adhere to the highest standards with respect to potential conflicts of interests with Clients. Furthermore, RMS seeks to mitigate conflicts through disclosure to Clients, as well as disclosure to investors in its Funds through relevant offering documents. Additionally, certain Funds have established Investor Boards with whom RMS consults when potential conflicts arise.

The following discussion is not meant to be an exhaustive list of every conceivable conflict that could arise, but as examples of conflicts that Clients may generally face:

RMS and its affiliates provide investment advisory and property management services to various Clients and may face conflicts in the allocation of their time. RMS will endeavor to devote such time and effort to the business of managing its Clients' assets, which, in RMS's reasonable judgement may be required.

RMS's Clients may have differing investment objectives or policies and as a result, RMS's investment advice may differ from Client to Client. RMS may also face conflicts in the allocation of limited investment opportunities among its Clients. RMS attempts to allocate investment opportunities in a manner that will be fair and equitable over time and in accordance with its Clients' objectives and strategies.

RMS and its affiliates, including the general partners of the Funds, earn performance based and other fees including property management fees which are contractually determined by the governing legal agreements. Performance based fees provide an incentive for an adviser to make investments that may be more speculative than it may otherwise be inclined to make. However, RMS believes that the general partners' ownership interests in the Funds help align RMS's interests with those of the investors in the relevant Funds.

Valuations of the Client assets are determined by RMS and its affiliates and involve uncertainties and judgmental determinations. The compensation of RMS and its affiliates is based upon the value of Client assets in many instances. RMS believes that this conflict is mitigated in part because RMS periodically employs qualified third-party appraisers to conduct appraisals of Client assets. Independent accountants review the Funds' valuations during their annual audit of the Funds' financial statements.

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics

RMS employees have committed to a Code of Ethics ("Code") that is based on the principle that each RMS employee has a fiduciary duty to act in the best interests of its Clients. RMS employees must act with competence, dignity, integrity, and in an ethical manner when dealing with Clients, the public, prospects, third-party service providers and fellow employees. Employees are also expected to adhere to the highest standards with respect to any potential conflict of interest with Clients. All violations of the Code are required to be reported to RMS's Chief Compliance Officer or designee.

Additionally, RMS's Code contains requirements for the reporting of personal securities transactions consistent with Rule 201A-1 of the Advisers Act. RMS's Code is available for review by Clients and prospective clients upon request.

Personal Trading

The Chief Compliance Officer of RMS is Dennis DuBose. He (or his designee) reviews reportable investment adviser personal securities transactions each quarter. In addition, the Chief Compliance Officer (or his designee) reviews reportable real estate transactions of all personnel. The personal trading reviews ensure that personal trading of employees do not affect the markets, that no investment or real estate purchases are in conflict with investor interests, and that Clients of the firm receive preferential treatment.

Brokerage Practices

Affiliations and Recommendations

RMS does not currently engage in securities transactions on behalf of its Clients given its focus on investments in timberland and timberland interests. However, to the extent that securities are purchased for its Clients, RMS may have the authority to select the broker-dealer that will be used to execute the transaction. Under these circumstances, RMS will select broker-dealers in conjunction with its duty to obtain best execution.

Soft Dollars

RMS does not receive “soft dollar” benefits in connection with services it provides to its Clients.

Review of Accounts

Quarterly Reviews

Client and portfolio company reviews are performed quarterly by in-house property operations staff and portfolio managers, and more frequently if needed. Client and portfolio company reviewers include members of the RMS Investment Committee.

Review Triggers

Conditions that may trigger more than one review per quarter include changes in timber and timberland markets, proposed changes in operating budgets, and decisions related to cash management and distributions.

Regular Reports

Clients receive reports about their timberland investments on at least a quarterly basis. These include unaudited quarterly financial statements, operating reports, and information about markets and other topics of interest to investors.

Client Referrals and Other Compensation

Incoming Referrals

RMS has been fortunate to receive client referrals over the years. Referrals generally come from current Clients and investors, attorneys and investment consultants. However, as noted above, RMS has entered into an agreement with Trailmark who will be compensated for soliciting investors for a Fund.

Referrals Out

RMS does not accept referral fees or any form of remuneration from other professionals when a prospect is referred to them.

Charitable Contributions

RMS and its employees make charitable contributions to non-profit organizations, including non-profit organizations that are sponsored by investors in the Funds. Employees are required to inform the Chief Compliance Officer of any conflict or potential conflict that could arise in connection with the making of a charitable contribution.

Custody

Account Statements

All cash assets are held at qualified custodians, which means the custodians provide account statements directly to Clients at their address of record at least quarterly.

Performance Reports

Clients are urged to compare the account statements received directly from their custodians to the performance report statements provided by RMS.

Financial Statements

RMS has the ability to direct the actions of the Funds, including the ability to access and direct the flow of the Funds' cash. As a result, RMS is deemed to have custody of the Funds' assets.

RMS does not take or maintain physical custody of the Funds' cash or investments and conducts all business operations in such a way that the Funds' cash and investments are preserved in the safekeeping of an independent qualified custodian. Fund investors will not receive statements from such custodian. Rather, the Funds are subject to annual audits, and audited financial statements are distributed to the Funds' investors within 120 days of each Fund's fiscal year end.

Clients are provided with quarterly financial statements generated from RMS's accounting systems. Financial statements contain bank account balances, as well as approximations of the value of timber and timberland holdings.

Investment Discretion

Discretionary Authority for Acquisition and Management

RMS accepts discretionary authority, as granted by certain investment management agreements, to acquire and manage timberland and related assets on behalf of its Clients. For certain relationships, RMS has the authority to determine, without obtaining specific investor consent, the timberland and related assets to be bought or sold. For relationships in which discretionary authority has not been granted, RMS consults with the Client prior to certain transactions.

Voting Client Securities

Proxy Votes

Proxy voting is not relevant to timberland investment management services.

Financial Information

Financial Condition

RMS does not have any financial impairments that will preclude the firm from meeting contractual commitments to Clients and investors.

A balance sheet is not required to be provided because RMS does not require prepayment of fees of more than \$1,200 per client, and six months or more in advance.