

# **Capri Capital Partners, LLC**

## **Part 2A of Form ADV**

### **The Brochure**

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**March 31, 2023**

This brochure (the “Brochure”) provides information about the qualifications and business practices of Capri Capital Partners, LLC (“Capri” or the “Firm”). If you have any questions about the contents of this brochure, please contact us at 312-573-5300 or email Quintin E. Primo III, Executive Chairman, at [qprimo@capri.global](mailto:qprimo@capri.global). 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 Capri is also available on the SEC’s website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2: Material Changes**

This Brochure is the annual updating amendment to the brochure previously filed on March 30, 2022. There have been no material changes to this Brochure since the previous annual updating amendment.

### **Item 3. Table of Contents**

<b>Item 2: Material Changes .....</b>	<b>2</b>
<b>Item 3. Table of Contents.....</b>	<b>3</b>
<b>Item 4: Advisory Business.....</b>	<b>4</b>
<b>Item 5: Fees and Compensation .....</b>	<b>5</b>
<b>Item 6: Performance Based Fees and Side-by-Side Management .....</b>	<b>5</b>
<b>Item 7: Types of Clients .....</b>	<b>6</b>
<b>Item 8: Methods of Analysis, Investment Strategies and Risk of Loss.....</b>	<b>6</b>
<b>Item 9: Disciplinary Information .....</b>	<b>8</b>
<b>Item 10: Other Financial Industry Activities and Affiliations .....</b>	<b>8</b>
<b>Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading .....</b>	<b>10</b>
<b>Item 12: Brokerage Practices .....</b>	<b>10</b>
<b>Item 13: Review of Accounts .....</b>	<b>11</b>
<b>Item 14: Client Referrals and Other Compensation .....</b>	<b>11</b>
<b>Item 15: Custody.....</b>	<b>12</b>
<b>Item 16: Investment Discretion .....</b>	<b>13</b>
<b>Item 17: Voting Client Securities .....</b>	<b>13</b>
<b>Item 18: Financial Information .....</b>	<b>13</b>

## Item 4: Advisory Business

Capri Capital Partners, LLC provides real estate investment management services to pension plans and other institutional investors. The Firm invests clients' funds in domestic real estate equity and debt investments through commingled fund structures, separately managed accounts, and joint venture single investor partnerships ("Real Estate Assets"). Real Estate Assets have historically reflected core, core-plus, value-add, and opportunistic strategies, entailing investments in multifamily, retail, office, industrial, hotel, or mixed-use properties. However, the Firm has elected to deemphasize its traditional investment management activities and, instead, is focusing on new real estate development and direct joint venture investment opportunities, which may or may not require investment adviser registration going forward.

Capri was established on October 5, 2000 under the name Capri Capital Advisors, LLC as a business combination of the investment advisory activities of Capri Capital Limited Partnership ("CCLP") and Capital Associates Group ("Capital Associates"). Quintin E. Primo III co-founded CCLP in 1992 as a minority-owned commercial real estate advisory firm, initially focused on debt and structured finance transactions. Capital Associates, established in 1977 as a real estate development and property management company, was a provider of equity investment advisory services to institutional investors. The combination of CCLP and Capital Associates created an advisory firm with equity and debt investment capabilities across all major product types. Capri is owned 34.9% by Capri Investor, LLC, ultimately owned by Mr. Primo and family trusts, with Capri Investor, LLC holding 100% of the voting ownership in Capri. Six non-management members in Capri own an aggregate of 14.3% (non-voting), previous partners have a separate class of shares and hold 10.8% (non-voting), and a pension plan investor holds the remaining 40% of the ownership through a subsidiary, Investment Holdings IDF, LLC ("Holdings"), a Delaware limited liability company. Holdings also owns all of a class of preferred non-voting interests of Capri. Holdings is managed by Domain Capital Advisors, LLC and is principally owned by Leardo Asset Management, LLC. As described further under Section 18, Financial Information, Capri is currently in discussions to buyout all equity interests of, and loans made by, Holdings that are related to Capri.

For separate account clients, the Firm tailors its investment strategies and product types to its clients' requests and investments are made on a discretionary or non-discretionary basis. In commingled fund investment vehicles, Capri offers specific real estate investment strategies defined in private placement memoranda on a discretionary basis. As of December 31, 2022, the Firm had zero dollars in discretionary assets and \$300,000,000 in non-discretionary Regulatory Assets under management (committed), which comprised Real Estate Assets and Cash Under Custody on behalf of its clients.

From time to time, the Firm may engage the use a subadvisor that demonstrates specific expertise in an investment strategy, which will complement or augment the experience of the Firm. For instance, in the instance of a new joint venture separate account investor relationship secured by the Firm in 2021, the Firm may use its affiliate Capri EGM, who is an SEC registered investment advisor and a specialist in single tenant net lease investments. Prior to using Capri EGM or any subadvisor, however, extensive due diligence would be performed by the Firm on

the subadvisor with respect to track record for the specific investment strategy employed, investment process, policies and procedures, qualifications of the investment and administrative staff, as well as other factors. In all instances, the subadvisor will not have discretion, or control or custody of client funds.

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

The Firm charges fees for investment advisory services generally as a percentage of assets under management. Investment advisory fees are negotiable; however, compensation may include an origination or acquisition fee of 0% - 1.00%, an annual asset or portfolio management fee during the investment period of .40% - 1.50%, and a divestiture fee of 0% - 1.00%. In addition, when permitted, the Firm will receive additional compensation in the form of participation (20% or less) in an investment property's net cash flow and/or in the residual profits upon sale or loan repayment. In all cases the fee will be agreed to by the client and disclosed in the advisory agreement or, in the case of private funds, in the offering documents or PPM (or equivalent).

The Firm does not currently act as the manager of commingled or pooled investment funds, but is in a joint venture single investor partnership. The Firm has historically received a management fee from such funds, separate accounts and partnerships based on net invested assets under management or committed investor capital as well as the potential to earn carried interests in the returns earned by investors after having received a specified rate of return on their investments.

Fees have been payable at the time services are provided, in advance or in arrears, generally on a quarterly or upfront basis. Non-discretionary separate account investment advisory contracts are usually cancelable with notice of 30 days by the institutional client. Any fees paid to a subadvisor, if utilized, would be the responsibility of the Firm and be paid from fees paid to it by the client.

The Firm may engage real estate or mortgage loan brokers from time to time, which fees will be paid for by the client. See Item 12, Brokerage Practices.

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

As previously stated, when permitted, the Firm receives performance-based fees or carried interests typically of 10% to 20% of net returns as additional compensation after institutional clients or fund investors have received a specified rate of return on their investments. Since hurdle rates, over which the Firm earns performance-based fees or carried interest, may vary among institutional clients or fund investors, there is the potential for a conflict of interest at the time that the Firm is allocating a given investment to an institutional client or fund. The Firm has used an objective rotational system to allocate these investments among competing institutional clients and funds. The Firm believes that this practice sufficiently resolves that apparent conflict. However, at present, the Firm is only actively investing for one client account.

## Item 7: Types of Clients

The Firm currently provides real estate equity and debt investment advice to institutional clients through a single investor partnership. While the Firm has historically not imposed a minimum dollar value of assets with respect to maintaining a separate account with Capri, the private investment funds sponsored by the Firm generally require a minimum subscription amount \$1,000,000 that may be reduced or waived at the adviser's discretion in order to invest. Potential investors will receive offering memoranda (or equivalent) that will disclose any minimum subscription requirements.

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

The Firm's analysis methods relating to real estate investments (equity or debt) include the following:

**Economic Environment** – Local and regional economic factors are considered such as macro trends in population, job formation, distribution of employment, personal income, demographics, and technology in the manufacturing base and service economy. These factors are viewed in the overall context of the United States economy.

**Market and Competitive Conditions** – Local and regional property market conditions are analyzed to determine the extent of supply/demand equilibrium in the market. This entails a review of factors such as the amount of speculative construction, absorption of new and existing commercial space or residential housing units, average commercial building vacancies, and net effective (versus contract) rental rates.

To determine the competitive position of the investment property within the market, an evaluation of competitive properties is performed. Competitive properties are analyzed with respect to size, location, design, absorption, tenancy, and other factors.

**Physical Assessment** – An assessment of the property's size and physical condition is made. This includes an evaluation of site location, access, zoning, environmental factors, and conformity with adjacent land uses. With respect to the building, environmental issues, structural integrity, age, architectural design, amenities, functional obsolescence, and other physical aspects are reviewed. The Firm works closely with outside technical consultants during this phase of the investment analysis.

**Operational Review** – Property operating strategy is analyzed. This includes an evaluation of such factors as: the cost and effectiveness of current marketing, including trends in the property's absorption, turnover, and occupancy levels; proposed marketing strategy including pricing and competitive positioning; management systems and the quality and frequency of reporting; and operational efficiency through an analysis of operating expenses relative to competition and industry standards.

**Financial and Valuation Analysis** – A financial and valuation analysis is performed. This entails a review of the property’s operating and financial history including an analysis of capital expenditures, lease terms, tenant credit quality, and other factors. The goal of this effort is to determine the quality of the property’s operating cash flow stream. A credit assessment of the borrower or sponsor is also made for debt related investments. With this information, an operating proforma is completed which incorporates the conclusions reached from the overall analysis previously described. The proforma becomes the basis for estimating the value of the investment property in addition to utilizing outside appraisals, feasibility studies, and an estimate of the property’s replacement cost. In this manner, the property’s rewards relative to its risk can be assessed.

**Sources of Information** – The Firm uses the following sources of information in their analyses:

- (1) Market research materials purchased from third party providers;
- (2) Internal research;
- (3) Federal, state, and local government reports;
- (4) Market leasing and vacancy reports;
- (5) Industry publications;
- (6) Appraisal, feasibility, and land use studies; and
- (7) Geotechnical reports (e.g., engineering, environmental, etc.).

With respect to evaluating the credit strength of building tenants, the Firm may review annual reports, research materials, and other information.

**Investment Strategies** – Investment strategies used to implement advice given to clients have included core, core-plus, value-add, and opportunistic commercial real estate investment programs, in both equity and debt formats; and will generally be long term (5-10 years) in nature. In addition, strategies with respect to the securitization of investment assets will be executed where appropriate.

**Subadvisors** – As mentioned previously in Item 4, Advisory Business, from time to time the Firm may engage the use of a subadvisor that demonstrates specific expertise in a particular investment strategy. The purpose of engaging such subadvisors is to complement or augment the experience of the Firm, such as the case with Capri EGM, an affiliate, who is an SEC registered investment advisor and a specialist in single tenant net lease investments. Prior to using any subadvisor, however, extensive due diligence would be performed on the subadvisor with respect to track record for the specific investment strategy employed, investment process, policies and procedures, qualifications of the investment and administrative staff, as well as other factors. In all instances, the subadvisor will not have discretion, or control or custody of client funds.

**Risk of Loss** – In addition to general investment risks, investments will be subject to the risks incident to ownership and development of real estate and there can be no assurance that any rate of return or other investment objectives will be realized or that there will be any return of capital. Real estate risks include: changes in the general economic climate; changes in the overall market; local real estate conditions; the financial condition of tenants, buyers, and sellers of properties; supply of or demand for competing properties in an area; the attractiveness and

location of properties; the quality and philosophy of management; accelerated construction activity; technological innovations that dramatically alter space requirements or negatively disrupt how tenants market their products or operate; the availability of financing; changes in interest rates and the availability of mortgage funds which may render the sale or refinancing of properties difficult or impracticable; competition based on rental rates; energy and supply shortages; various uninsured and uninsurable risks; government regulations (including those governing usage, improvements, zoning and taxes); quality of maintenance, insurance, and management services; changes in operating costs; uninsured losses or delays from casualties or condemnation; potential liability under changing environmental and other laws, structural or property-level latent defects; and acts of God, including biological pandemics; and other factors beyond the control of the manager. Private fund investors should refer to the Risk Factors section of the offering documents and PPM or equivalent for a disclosure of risks.

**Impact of Coronavirus Pandemic** – A public health crisis, including but not limited to the 2020 outbreak of the Coronavirus/ COVID-19 global pandemic, can have unpredictable and adverse impacts on global, national, and local economies, which can, in turn, negatively impact our clients and investment performance with respect to their Real Estate Assets managed by the Firm. Disruptions to commercial activity (such as the imposition of quarantines or travel restrictions) or, more generally, a failure to contain or effectively manage a public health crisis, may adversely impact our clients' Real Estate Assets. In addition, such disruptions can negatively impact the ability of the Firm's personnel to effectively identify, monitor, operate, and dispose of our clients' Real Estate Assets. The outbreak of Coronavirus/COVID-19 has contributed to, and may continue to contribute to, extreme volatility in financial markets. Such volatility could adversely affect the Firm's ability to raise capital for our clients, find financing for our clients' Real Estate Assets, or identify potential purchasers of such Real Estate Assets, all of which could have material and adverse impact on investment performance. The impact of a public health crisis such as Coronavirus/COVID-19 (or any future pandemic, epidemic or outbreak of a contagious disease) is difficult to predict and presents material uncertainty and risk with respect to investment performance.

## **Item 9: Disciplinary Information**

The Firm and its employees have not been involved in any legal or disciplinary events in the past 10 years that would be material to a client's evaluation of the company or its personnel.

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

The Firm acts as the investment manager to investment entities in which clients are solicited to invest. These entities are not restricted to limited partnerships; they may be structured as limited liability companies as well. These entities will generally invest in real estate and real estate related investments. The Firm (and/or certain of its employees) own or control the general partner/managing member/investment manager of each of the investment entities.

Two investors previously provided credit enhancement support, on market terms, to certain corporate indebtedness of CCLP, a prior affiliate of Capri which entity was sold in February 2005. Those investors are not currently separate account clients for whom Capri makes new investment decisions, but they were both participating investors in Capri Select Income II, LLC (“CSI II”) and one is a participating investor in Capri Urban Investors, LLC (“CUI”). CUI and CSI II have been fully liquidated, with nominal cash remaining for wind-up expenses. The credit enhancement relationship in 2005 may be under certain circumstances considered to have created a potential for a conflict of interest with respect to the allocation of new investment opportunities between CSI II, CUI, and the other clients of Capri.

Holdings, a pension plan, owns all of a class of preferred non-voting interests of the Firm. Additionally, Holdings or its affiliates own certain debt instruments issued by Capri. Holdings is managed by Domain Capital Advisors, LLC, a Delaware limited liability company, and is principally owned by Leardo Asset Management, LLC. The Capri debt instruments held by Holdings matured on October 31, 2018 and to date the maturity dates have not been formally extended. Holdings has a security interest in the assets of Capri. As described further under Section 18, Financial Information, Capri currently is in discussions to buyout all equity interests of, and loans made by, Holdings related to Capri.

An appearance of a conflict of interest previously arose in connection with Holding’s ownership interest in preferred non-voting interests of Capri and the plan’s ownership interest in the commingled investment fund formerly managed and since liquidated by Capri. For example, Capri may have been inclined to favor the investment fund in which the pension plan invested in allocating investment opportunities of limited availability to reward the pension plan for its ownership stake and contribution of capital. Because of this, Capri took steps to identify any conflicts, both actual and apparent, and resolve those identified or disclose them. However, there were no actual conflicts requiring resolution to the best of our knowledge.

In the case of allocating investment opportunities in a preferential way, to the extent that an investment opportunity is appropriate for more than one client, the Firm employs an objective rotational system to allocate these investments among competing clients (including the private investment funds it manages). The Firm believes this practice sufficiently resolves that apparent conflict.

Where subadvisors are used, especially one that is related to or an affiliate of the Firm, there is the risk that proper controls will not be adhered to by the Firm in the oversight of the subadvisor. This risk, however, should be offset by the disclosure of the subadvisor to the investor client; the extensive due diligence that will be performed by the Firm on the subadvisor, which will also be provided to the client; and the requirement that the subadvisor, irrespective of affiliation, not have operating custody or control over any client funds. The Firm will no less than annually assess the performance of any subadvisor, with the ability to terminate them with minimum notice (e.g., 30 days).

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

The Firm has adopted a written Code of Ethics (“Code”) in accordance with the SEC’s rule 204A-1, which addresses conflicts of interest and personal investments and is applied to officers and employees of the Firm. Employees and the persons acting on its behalf are subject to the registered adviser’s supervision and control and are therefore “persons associated with” the registered adviser and subject to the Firm’s compliance program. This Code has been adopted to assist the Firm, and to guide all officers and employees, in complying with federal securities rules and regulations and other Firm standards applicable to carrying out the Firm’s fiduciary responsibility to clients. Among other things, the Code requires the Firm and its employees to act in the clients’ best interests, abide by all applicable regulations, avoid even the appearance of insider trading, and receive pre-approval and report on many types of personal securities transactions. The Firm’s restrictions on personal securities trading apply to employees as well as employees’ family members living in the same household. The Chief Compliance Officer monitors employee trading, relative to potential insider information and relative to client’s transactions to ensure that employees do not engage in improper transactions. Capri has co-invested in certain commingled funds alongside its investors for alignment of interests. This could cause Capri to favor a certain fund with a given investment. Therefore, when investing, the Firm employs an objective rotational system to allocate these investments among competing clients, including the pooled investment funds it manages. The Firm believes this practice sufficiently resolves the apparent conflict. A copy of the Firm’s Code will be provided to any client or prospective client upon request.

## **Item 12: Brokerage Practices**

It is possible that the Firm will cause pooled investment funds for which it is acting as investment manager to purchase securities (e.g., equity and fixed income). Further, the joint venture single investor partnership client account is potentially expected to be initially funded with securities that the Firm, in conjunction with the investor client, would sell in order to fund future real estate investments. With respect to such purchases and sales, the Firm may have discretion regarding which securities will be bought or sold and the broker or dealer to be used. In addition, the Firm may engage real estate, mortgage or loan brokers.

**Soft Dollars and Proprietary Research** - Securities brokers, real estate brokers, and mortgage brokers are selected by the Firm on the basis of experience, reputation, and availability to meet due date requirements. Brokers, real estate brokers, and mortgage brokers are customarily compensated on a competitive commission basis. The Firm may affect securities transactions at commission rates (or “mark-up/mark-down” to dealers) in excess of the minimum commission rates (or “mark-up/mark-down”) available, if the Firm believes that such amount of commission (or “mark-up/mark-down”) is reasonable in relation to the value of brokerage, research, or other services provided by such broker or dealer, viewed in terms of either that particular transaction or the Firm’s overall responsibilities with respect to its clients. The Firm accepts only proprietary research from the brokers and do not enter into any soft dollar arrangements whereby it receives research or any other benefit from third parties. Research services received from brokers and

dealers are supplemental to the Firm's own research effort. To the best of the Firm's knowledge, these services are generally made available to all parties doing business with such brokers. The Firm does not separately compensate such brokers for the research and does not believe that it pays for such brokers research due to the difficulty associated with the brokers not breaking out the costs for such services. The Firm's acceptance of research from brokers is done in accordance with the provision of Section 28(e) of the Securities Exchange Act of 1934, as amended.

From time to time, the Firm may enter into referral fee arrangements to compensate solicitors for recommending its investment advisory services to potential investors in its private investment funds. To the extent required, such arrangements are entered into in accordance with Rule 206(4)-3 and Rule 206(4)-5 under the Investment Advisers Act of 1940. However, Capri has no current relationships of this type.

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

The Firm's clients and pooled investment fund offering documents and PPM's (or equivalent) sometimes impose written investment guidelines to be followed in connection with the management of their real estate properties. The Firm follows these guidelines, if any, when executing its acquisition strategy for the clients. All investment guidelines are directed to the Investment Committee for review and implementation.

The Firm monitors all client accounts and pooled funds on a regular basis. Reviews will incorporate those factors agreed upon in the relevant IMA. In particular, the portfolio manager is responsible for reviewing client accounts and private funds on a quarterly basis, at various levels, including market factors affecting investments in the account, diversification of the portfolio, and financial variables, such as current leases signed that can impact values of investments in the account, capital improvement schedules, and borrower credit status on debt related investments. Capri's clients receive quarterly reports about the properties they own in their accounts or in the funds in which they invest on a quarterly basis. The information included in each client report depends upon each client's particular preference, but typically includes a list of the fair market values of investments and transactions for the period covered by the report. Current information related to tenancy, leasing, and the overall market in which the property operates is also included.

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

The Firm does not receive any economic benefits from non-clients in connection with the provision of investment advice to clients. While Capri does not have an ongoing arrangement to pay third parties for client referrals, it is expected to pay compensation to consultants for referring Capri's managed joint venture account client.

## Item 15: Custody

In accordance with Rule 206(4)-2 under the Investment Advisers Act of 1940, Capri has appointed an independent certified public accounting firm to audit certain pooled investment vehicle clients over which Capri may be deemed to have custody, and endeavors to distribute audited financial statements prepared by such accounting firm to investors of those vehicles within 120 days of fiscal year-end.

All client accounts are held in custody by unaffiliated banks, but the Firm can access certain accounts to make disbursements, and, therefore, the Firm is considered to have custody of such accounts. All accounts can be classified in two groups – Portfolio Accounts and Property Accounts.

**Portfolio Accounts** – These accounts, along with monies reserved for wind-up activities, are established and maintained by Capri’s portfolio accounting staff for all clients (separate account clients and commingled fund clients). Funds in these accounts are used primarily to pay portfolio level expenses, such as, asset management fees (only commingled funds), audit fees, tax preparation fees, filing fees, investment appraisal fees, legal fees, and consulting fees. Other disbursements may include: (a) capital funding for acquisition of new investments; (b) funding to existing properties to pay for capital improvements or operating expenses; and (c) cash distributions to investors. Capri may also establish accounts for real estate tax escrow, insurance escrow, capital improvement reserve, and debt service reserve for loan investments as stipulated by the investment agreement related to each investment. Two or more of Capri’s senior employees are signatories on all portfolio accounts and therefore, Capri has been considered to have custody of these accounts. When required, Capri causes the banks to send account statements directly to such clients or their independent representatives on a monthly basis. Additionally, Capri performs its due diligence to ensure the banks are sending clients account statements as instructed. Clients should carefully review these statements, and compare them to any account information provided by Capri. Capri engages a third-party independent CPA firm to perform an annual surprise cash custody audit as required under Rule 206(4)-2(a)(4). With respect to its most recent single investor partnership account of the Firm, investor funds have been committed but not yet funded; therefore, no surprise audits have yet been performed.

**Property Accounts** – These accounts have historically been established and managed by the third-party property managers, with the exception of one retail property in a previous Capri fund, for the purpose of managing property level cash receipts and disbursements. The retail property account was managed by a Capri subsidiary company, Capri Retail Services, LLC. Surplus cash from these accounts were regularly transferred to portfolio accounts for further distribution to the investors. The day-to-day cash management functions for property accounts are performed by the property manager. The property manager has the signing authority on all property accounts. Capri’s senior employees are signatories on all property accounts maintained on behalf of the commingled fund clients and therefore, Capri was considered to have custody of these accounts. However, Capri has traditionally not had any signing authority on any property account maintained on behalf of its separate account clients. Capri cannot direct any disbursements from these accounts and, therefore, is not considered to have custody of these property accounts. Capri

no longer has custody of property accounts as all investments in its previous commingled funds and separate accounts have been liquidated.

## **Item 16: Investment Discretion**

Capri has had investment discretion over certain separate account clients after agreement on basic return targets and investment parameters and other separate account clients are non-discretionary as to investments. All terms that were agreed with a separate account client would be included in the investment management agreement with the client. Generally, a basic structure would be identified by the client or proposed by Capri as the type of real estate that Capri will invest in on behalf of the client. The structure would include real estate equity, debt or both, whether it is wholly owned, a joint venture, first mortgage debt, subordinated debt or preferred equity and the product type would be multifamily, retail, office, industrial, hotel or mixed-use. Capri's commingled funds have historically been discretionary and the terms would be included in private investment fund offering documents and PPMs (or equivalent). In its most recent joint venture single investor partnership, the Firm will not have discretionary authority with respect to any investment made.

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

Registrant does not typically invest in securities that carry proxy voting rights and, therefore, the Firm and its advisory affiliate do not vote proxies.

## **Item 18: Financial Information**

The Firm's capitalization includes substantial debt and preferred equity obligations that resulted from the buyout of operating and investment partners in Capri at peak market pricing in 2006. In the past, the maturity dates of our loans have, from time to time, been extended. The maturity dates of our loans, extended to October 31, 2018, have now fully expired. While the Firm has historically been successful in obtaining extensions and other accommodations from our lenders, there can be no assurance that this will continue, or that one or more of our lenders will not declare us in default in connection with any non-compliance. If one or more of our lenders declared the Firm in default under one or more of our loans, and did not grant a forbearance, we believe this could have a material adverse effect on the Firm's ability to continue business operations under its current organizational format. The Firm, however, is currently in discussions with Holdings, its primary investor and creditor, regarding the buyout of Holdings' equity interests and settlement of all their outstanding loans and preferred equity investments made to Capri. The sum-total repayment of these obligations would be expected at a substantial discount to par value.

On behalf of its former separate account clients and funds, Capri was an active net seller of luxury multifamily apartment properties, an area in which the Firm has specialized, between 2011 and 2017 given what we believed to be a fully-priced market. These property liquidations

were a function of maturing commingled funds, and sell recommendations to largely non-discretionary accounts. As a result of the reduction of assets under management, the Firm's management fee income declined substantially, resulting in significant ongoing net losses. Performance fees generated by property sales were a significant part of revenue and helped to support the Firm's operations during the aforementioned period. As is common to real estate investment sponsors and advisors, decisions to hold or sell properties can affect the realization of performance fees and, therefore, may create conflicts of interest. However, as a matter of policy, Capri presents sales recommendations and their anticipated financial consequences to clients in advance of execution, and all the Firm's separate account clients have effectively had discretionary approval rights over property sale decisions. We believe that the Firm's presentation policy and client approval rights help to mitigate this conflict of interest.

Due to reduced ongoing fees as a result of asset sales, the Firm has aggressively managed operating expenses, resulting in a significant reduction in annual expenses since 2014. The executive and administrative staff at Capri adjusted commensurate with the reduction in the Firm's asset management activities.

With the exception of a new single investor partnership reported as Regulatory Assets, the Firm has liquidated all existing investment assets, distributing all remaining cash in custody accounts to investors, and is dissolving all legal entities with respect to the pooled fund vehicles previously reported as Regulatory Assets under management.

As of December 31, 2020, Ann E. Mastic, Chief Financial Officer, resigned. Post her resignation, she acted as an outside consultant to the Firm for an interim period. She was replaced by Sheila Essex as Chief Financial Officer, effective January 3, 2022. In addition, Gwendolyn Hatten Butler retired from the Firm as President and Chief Investment Officer on July 13, 2021. She continues as an Executive Advisor to Capri. Dawil R. Sully has been hired, effective January 1, 2022, as President and Chief Executive Officer to replace Ms. Hatten Butler in her investment and managerial activities.

Finally, given sharply reduced total revenues in 2020 over 2019, the Firm applied for and received an SBA loan under the Payroll Protection Program as part of the Coronavirus Aid, Relief, Security and Economic Security ("CARES") Act. Funds were borrowed May 5, 2020 and totaled less than \$460,000. In February 2021, the Firm received a second draw under the same program in the amount of \$360,000. All monies have been used in strict accordance with the program, which caused partial forgiveness by the SBA for the first advance, and should cause partial or full forgiveness for the second advance.