



## **Alidade Capital, LLC**

40900 Woodward Avenue, Suite 250

Bloomfield Hills, MI 48304

(248) 593-7878

[www.alidadecapital.com](http://www.alidadecapital.com)

### **Form ADV Part 2A Brochure**

**March 28, 2023**

This brochure provides information about the qualifications and business practices of Alidade Capital, LLC (the "Firm" or "Alidade Capital"). If you have any questions about the contents of this Brochure, please contact the Firm at (248) 593-7878 or at the address 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 the Firm is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The searchable IARD/CRD number for the Firm is 165341.

The Firm is a registered investment adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

## Item 2 Material Changes

This Item discloses material changes to this Brochure since its last update. The last update of this brochure was the annual update dated March 28, 2022.

Since the filing of our last updating amendment dated March 28, 2022, we have made the following material changes to this Brochure.

### Item 4 Advisory Business

Fund III sold its last asset in 2022, and will be fully liquidated in 2023.

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## Item 4 Advisory Business

### ***Firm Description***

Alidade Capital, based in Bloomfield Hills, Michigan, provides investment advisory services on a discretionary basis to three pooled investment vehicles that were formed by Alidade Capital and that invest in commercial real estate (each a "Managed Fund," referred to herein as "Fund III," "Fund IV," and "Fund V;" collectively referred to as the "Managed Funds"). Alidade Capital sponsored two prior funds ("Fund I" and "Fund II") that were fully liquidated, pursuant to their terms, in 2020. Fund III sold its last asset in 2022, and will be fully liquidated in 2023.

Alidade Capital was established in 2010 by Mark Hammond, Geoff Langdon, and Steve Faliski. Prior to co-founding Alidade Capital, Mark Hammond had executive management roles with Flagstar Bancorp and Flagstar Bank, serving as CEO for seven years, President for 15 years and Vice Chairman of the Board of Directors for 18 years. Geoff Langdon had been active in finance, banking, lending and commercial real estate management operations for over 15 years prior to 2010. Steve Faliski served as Chief Operating Officer of Jamison Management Company beginning in August 2000, a company that owned and managed manufactured housing communities. Prior to that role, Mr. Faliski was in corporate banking with a predecessor of JPMorgan Chase.

### ***Description of Advisory Services***

Alidade Capital was originally formed to take advantage of acquisition opportunities in commercial real estate markets created by the financial crisis of 2009. Since its formation, Alidade Capital has refined its strategy in response to changing market and economic conditions and the Managed Funds currently own a portfolio of industrial, flex, retail and office investments located in diverse geographic markets.

Investments made by the Managed Funds generally take the form of the purchase of leasable commercial real estate, but there have been occasional acquisitions of land, a limited number of development projects, and in prior funds, promissory notes and other forms of indebtedness secured and collateralized by commercial real estate, or the origination of loans secured and collateralized by commercial real estate (collectively, "Real Estate Investments"). To date, Alidade Capital's objective on behalf of the Managed Funds has been to maximize risk-adjusted returns to investors, utilizing moderate degrees of leverage, by creating a portfolio of Real Estate Investments that balances near-term cash flow yield, cash flow upside, and future appreciation through value-add enhancements (including active asset management, focused property management, strategic property upgrades, and improved tenant quality).

When managing assets for its clients, Alidade Capital remains subject to the guidelines and restrictions included in the organizational documents of each Managed Fund.

### ***Assets under Management***

As of December 31, 2022, Alidade Capital had a total of \$688,326,672 of discretionary regulatory assets under management.

## Item 5 Fees and Compensation

Alidade Capital generally charges its Managed Funds a percentage-based management fee.

### ***Management Fee***

The Management Fee is generally payable in advance on the first day of each calendar quarter. Initially, the Management Fee charged each Managed Fund is derived based on the capital commitments of the

underlying limited partners of each Managed Fund, or in certain instances in the case of the largest limited partner, partially on the amount of their invested capital. After the end of the commitment period the Management Fee is based on either the capital commitments or the invested capital, with the specifics varying amongst the Managed Funds, both as to rate and as to any discounts based on total commitment size, loyalty, or first close, as examples.

The organizational documents for the Managed Funds describe the above-mentioned fees in greater detail.

See Item 6 for information regarding the General Partner's incentive compensation (the "Carried Interest").

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

Stated generally, the organizational documents for the Managed Funds provide for the General Partner of each Managed Fund to receive "Carried Interest" when investors receive a return of their investment, plus a "preferred return." Distributable cash over this amount is generally allocated 80% to the investors and 20% to the General Partner as the Carried Interest. The specific requirements, terms, and conditions applicable to the Carried Interest are found in each Managed Fund's organizational documents, as they currently exist or are hereafter amended, without notice.

## **Item 7 Types of Clients**

Alidade Capital currently provides investment advisory services only to the Managed Funds, as defined in [Item 4 Firm Description](#).

The minimum investment amounts for limited partners within each Managed Fund vary and are outlined in the organizational documents for each Managed Fund. Generally, the minimum investment amount for limited partners in each Managed Fund \$500,000 (for individual investors in Fund IV and Fund V), or \$5,000,000 for institutional investors, but lower minimums have been negotiated. The minimum requirements for each Managed Fund are established by the General Partners, and may change for future funds.

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

### ***Investment Strategies***

In the process of deploying the capital of its Managed Funds, Alidade Capital's investment strategy includes a focus on value and asset quality, due diligence, transaction execution, and asset management, while employing modest degrees of leverage.

Alidade Capital's primary goal for asset management is to reduce risk and maximize the risk adjusted value of the Real Estate Investments. In order to accomplish these objectives, Alidade Capital regularly reviews each Real Estate Investment's hold, sell, improve, or re-position strategy, tenant quality, tenant satisfaction and credit quality strategies. The review also includes a comparison of each asset's performance versus internally prepared capital and operational budgets, an examination of aspects of the Real Estate Investment's physical functionality, maintenance, capital expenditure needs, and an evaluation of the assigned property management teams, whether third-party or affiliated. Action plans are implemented to facilitate the execution of perceived necessary, proactive changes.

At the core of Alidade Capital's investment strategy is a value-oriented focus to purchase assets at pricing that is believed to be below their intrinsic worth. Purchasing an asset below the cost basis of its competitive set offers Alidade Capital asset and property management flexibility on several fronts:

- Building occupancy can be maintained and improved even in times of market softness or deterioration through an ability to set lease rates for high quality space below those of other properties in a given sub-market, attracting additional tenants and retaining existing clients.
- Tenant and building improvements can be made to further enhance asset value without over investing.
- Multiple exit strategies and financing options can be considered to enhance investor returns.

The acquisition of assets believed to be high-quality and desirable or improvement of acquired assets is another goal of Alidade Capital's investment strategy for several reasons:

- Well maintained assets acquired at the "right" prices generally limit downside risk in difficult markets and can outperform in better economic times.
- Professionally maintained buildings offer stronger liquidity by reducing the need for substantial capital improvement expenditures for a potential buyer.
- High-quality properties appeal to a broader base of potential buyers when evaluating exit opportunities for a given asset.

Alidade Capital is opportunistic with regard to its hold periods for Real Estate Investments, though mindful of the duration parameters of its Managed Funds. Reasons to sell a particular asset at a particular time include, but are not limited to, harvesting capital gains or losses, business or sector risk exposure to a specific asset type or market, macroeconomic trends, submarket real estate conditions, valuation or diversification of the Real Estate Investments in the portfolio, life of the fund, or any risk deemed unacceptable for the Managed Fund's risk tolerance.

### ***Primary Risks***

Investing in commercial real estate assets involves a high risk of loss that investors should be prepared to bear. Prospective investors in the Managed Funds are advised to carefully consider the following risks, together with all of the other information contained in each Managed Fund's Private Placement Memorandum ("PPM").

### ***Risks Related to Managed Fund Investments***

The purchase of an interest in a Managed Fund entails certain risks that investors should consider before making a decision to invest. There can be no assurance that an investment in a Managed Fund will be profitable or, if it is profitable, that any particular yield or rate of return will be obtained, or other investment objective will be realized.

An investor should only invest in a Managed Fund as part of an overall investment strategy and only if the investor is able to withstand a total loss of its investment in the Managed Fund. Managed Funds could be subject to material risks that are not described herein. Additional risks regarding Managed Funds are disclosed in the PPM of each Managed Fund. Investors are encouraged to carefully review the full description of risk factors presented in their Managed Fund's PPM and accompanying subscription documents.

### ***Risks Related to Real Estate Investments***

Real estate investments are subject to market risk, including the potential loss of principal invested. Real estate funds are subject to all the risks inherent in owning commercial real estate, including:

- Risks that investments will fail to perform in accordance with expectations because of conditions or liabilities Alidade Capital did not know about at the time of acquisition
- Local, regional, national or global events, such as the COVID-19 pandemic, that disrupt normal market conditions and result in inherent risks that cannot reasonably be expected or anticipated with any level of specificity
- Risks that projections or estimates Alidade Capital made with respect to the performance of the investments, the costs of operating or improving the properties or the effect of the economy or capital markets on the investments will prove inaccurate
- Adverse developments in national, regional and/or specific industry segments
- Adverse changes in local conditions, such as the oversupply of office or retail space, reduced tenant or buyer demand for space in the localities where the real estate investments are located
- Increases in interest rates
- Increases in taxes on or in operating expenses of the real estate investments
- Changes in laws affecting real estate investments
- The inability to obtain financing
- Adverse physical or environmental conditions of the buildings or properties
- Inability to attract tenants, including as a result of uncertainty in the office market based on the impact of remote work.
- Existing tenants relocating or defaulting
- Adverse effects resulting from acts of God, including, but not limited to severe acts of nature or weather events, war, acts of terrorism, epidemics, and acts of governmental authorities

### ***Other Risks***

Alidade Capital will receive fees pursuant to the organizational documents, in some cases regardless of the actual performance of the Managed Funds and their underlying Real Estate Investments. Alidade Capital's entitlement to such non-performance-based compensation may be perceived as reducing its incentive to devote adequate time and effort to acquiring, managing and disposing of Real Estate Investments.

In addition, while Alidade Capital's affiliates and employees intend to devote significant time to the management of the Managed Funds, investors should be aware that Alidade Capital controls multiple Managed Funds and certain of its' principals engage in other business interests that also require the devotion of significant time and attention.

Questions regarding these risks and/or increased costs may be directed to the Firm and its representatives.

## **Item 9 Disciplinary Information**

Rule 206(4)-4 of the Investment Advisers Act of 1940 requires investment advisers to provide clients with disclosures as to any legal or disciplinary activities deemed material to the client's evaluation of the adviser. Please note, neither the Firm nor its personnel have any disciplinary, regulatory, criminal, civil, or otherwise reportable history to disclose at this time.

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

Affiliates of Alidade Capital serve as General Partners of the Managed Funds. Alidade Capital GP III, LLC serves as General Partner of Alidade Capital Fund III, LP, Alidade Capital GP IV, LLC serves as General

Partner of Alidade Capital Fund IV, LP and Alidade Capital GP V, LLC serves as General Partner of Alidade Capital Fund V, LP.

The General Partners conduct the offerings of Limited Partnership Interests made pursuant to the respective PPM and engage Alidade Capital to source, structure and close investments and transactions on behalf of the Managed Funds and the General Partners.

Alidade Capital contracts with a licensed attorney who provides services to clients other than Alidade Capital. Alidade Capital does not believe that the professional relationships and services create material conflicts of interest with its clients.

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

As required by Rule 204A-1 of the Investment Advisers Act of 1940, Alidade Capital has adopted a Code of Ethics that sets forth the basic policies of ethical conduct for all managers, officers, and employees of the Firm. The Code of Ethics describes the Firm's fiduciary duties and obligations to clients and sets forth the Firm's practice of supervising the personal securities transactions of employees who maintain access to client information. The Code of Ethics is available upon request.

Alidade Capital collects and maintains records of securities holdings and transactions made by its Access Persons. The Firm reviews the personal trading practices of its Access Persons to identify and resolve any potential or realized conflicts of interest.

## **Item 12 Brokerage Practices**

Alidade Capital does not utilize broker-dealers in the buying or selling of securities on behalf of its clients. The questions asked by this Item 12 therefore do not apply to Alidade Capital's business.

## **Item 13 Review of Accounts**

Alidade Capital reviews the Managed Funds at least quarterly and provides holdings reports on a quarterly basis to investors in the Managed Funds. The reports generally include an estimate of net asset values of the portfolio investments, realized and unrealized gains/losses, contributions and withdrawals, and performance history.

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

Alidade Capital has engaged in the past, and may engage in the future, third-party placement agents to market the Managed Funds to potential investors. The third-party placement agents that were retained in the past have been paid a retainer (out of the Management Fees otherwise paid to Alidade Capital) and were entitled to a performance fee (offset by the retainer) based on the amount of money invested by investors that are sourced by the third-party placement agents. As no investors of the Managed Funds were sourced by third-party placement agents, no performance fees have been paid.

## **Item 15 Custody**

Because Alidade Capital or an affiliate serves as General Partner or manager of the Managed Fund entities, Alidade Capital is 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, each of the Managed Funds receives an



annual audit from an independent accounting firm registered with, and subject to, regular inspection by the Public Company Accounting Oversight Board. Audited financial statements are provided to the investors in such Managed Fund entities within 120 days following the Managed Fund's fiscal year-end.

As a matter of policy and practice, Alidade Capital does not permit employees or the Firm to accept or maintain custody of client assets other than as identified above.

### **Item 16 Investment Discretion**

Alidade Capital maintains discretionary authority to make investments on behalf of clients without obtaining prior consent or approval from clients. However, these purchases or sales may be subject to specified investment objectives, guidelines, or limitations previously set forth within each Managed Fund's organizational documents.

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

Alidade Capital does not maintain any voting or proxy rights with respect to corporate actions related to such assets.

### **Item 18 Financial Information**

Alidade Capital does not require the pre-payment of any fees more than 6 months in advance and is not currently subject to any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to clients.