



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

# **CIM CAPITAL IC MANAGEMENT, LLC**

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

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

## **Item 2: Material Changes**

Since the last update to this brochure, filed in December 2022, material updates have been made to Item 4, regarding classification of Investment Strategies; Item 5, regarding the Broken Deal Expense Allocation policy; and Item 8, regarding Material Risks.

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#### Item 4: Advisory Business

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

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

CIM IC Management is indirectly wholly owned by CIM Group, LLC (together with its affiliates, “*CIM Group*”), which owns, operates, develops and lends to urban real estate and real estate-related assets and infrastructure assets. Mitsui & Co., Ltd., a Japanese financial conglomerate, owns a ~20% interest in CIM Group. The founders (“*Founding Principals*”) of CIM Group are Richard Ressler, Avi Shemesh and Shaul Kuba.

CIM IC Management has 134 supervised persons, as well as access to CIM Group’s other ~850 employees for non-securities related matters. CIM IC Management’s investment committee (“*Investment Committee*”) consists of certain principals of CIM Group and certain other employees. The Investment Committee is further divided into sub-investment committees according to investment type and/or geography (i.e., Europe or North American real asset-related equity, credit and publicly traded securities), and each is comprised of a smaller number of Investment Committee members. Please see “Item 8: Methods of Analysis, Investment Strategies and Risk of Loss” for more information regarding the Investment Committee and its sub-committees.

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

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

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

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

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

As of December 31, 2022, CIM IC Management had \$1,815,739,000 of Regulatory Assets under Management, all of which is managed on a discretionary basis.

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

### ***Management Fees***

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

Any fees paid to sub-advisers are paid by CIM IC Management out of the fees CIM IC Management receives from its Client and will not impact the Client’s expenses.

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

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

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

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

The terms and conditions of CIM IC Management’s allocable costs and expenses are individually negotiated with certain Clients and are set forth in the Governing Documents.

In addition, any of the foregoing services may be rendered by CIM IC Management or its affiliates and related entities, legal, finance and capital markets, tax, accounting, human

resources, risk management, information technology, administrative, operations, engineering, architecture, property management, real estate services, development, construction, marketing and communications, and their Allocable Costs and Expenses with respect to such services, constitute Client expenses should the Client's Governing Documents permit.. Typically, "Allocable Costs and Expenses" means an allocable share of all direct and indirect fees, costs and expenses of CIM IC Management and its affiliates and related entities (as applicable) related to services provided to the Client and/or Other Services, including, (a) out-of-pocket costs and expenses of affiliates and related entities, (b) direct and indirect employment and overhead costs of employees involved in, assisting with, or ancillary to the performance of such services (e.g., internal staff counsel and other legal professionals, finance and capital markets, tax, accounting, human resources, risk management, information technology, administrative, operations, engineering, architecture, property management, real estate services, development, construction, marketing and communication personnel), (c) expenses relating to any offices or office facilities (e.g., rent, telephone, printing, mailing, utilities, office furniture, equipment, machinery and any other office, internal, and overhead expenses), (d) information technology expenses associated with any computer software or hardware, including time spent by internal staff (e) insurance costs and fees and (f) expenses of any third party retained by CIM IC Management, affiliates and related entities.

### ***Other Client Fees and Expenses***

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

For example, certain Clients shall bear all costs and expenses that are incurred in its operation, administration and transactions, including but not limited to: (i) the independent audit of the Client's seed-stage financial statements and expenses related to its registration under the Investment Company Act; (ii) organizational costs of the Client; (iii) corporate and organizational expenses relating to borrowings and offerings of the Client's securities and incurrences of any indebtedness; (iv) calculating the Client's net asset value (including the cost and expenses of any third-party valuation services); (v) effecting sales and repurchases of the Client's securities and effecting distributions on the Client's securities; (vi) fees and expenses incurred by the Adviser payable to third parties, including agents, consultants or other advisors, relating to, or associated with, monitoring financial and legal affairs for the Client and to making, monitoring or disposing of the Client's investments and performing due diligence on its prospective investments or otherwise relating to, or associated with, evaluating and making investments; (vii) research and market data; (viii) transfer agent, dividend paying and reinvestment agent, and custodial fees and expenses; (ix) out-of-pocket fees and expenses associated with the Client's marketing efforts; (x) interest payable on debt, if any, incurred to finance the Client's investments; (xi) federal and state registration fees; (xii) federal, state and local taxes; (xiii) the costs of proxy statements, shareholders' reports and notices, including printing costs; (xiv) the Client's allocable portion of any fidelity bond, trustees and officers/errors and omissions liability insurance and other insurance premiums; (xv) direct costs such as printing, mailing, long distance telephone and staff costs; (xvi) fees and expenses associated with independent audits, internal audit and outside legal costs; (xvii) the Client's

reporting and compliance obligations under the 1940 Act and applicable federal and state securities laws; (xviii) brokerage commissions for the Client's investments; (xix) independent trustees' fees and expenses; (xx) indemnification payments; (xxi) proxy voting expenses; and (xxii) all other fees and expenses incurred in connection with administering the Client's business.

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

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

### ***Allocation of Broken Deal Expenses***

Broken deal expenses are allocated to the appropriate Client(s) or affiliated advisers' clients, generally based on 1) which Client(s) are in their investment period at the time the deal was created, 2) the investment strategy of the Client to which the broken deal aligns at the time the deal was created, 3) deal size, if applicable, and 4) whether the deal sits within an Opportunity Zone, as qualified under the Tax Cuts and Job Act. As such, investment strategy alignment by a broken deal alone, may not be determinative of proper allocation. A broken deal may align with the investment strategy of a particular Client, but not with the size of the deals in which the Client invests, in which case, the associated broken deal expenses will not be allocated to the Client. When multiple Clients share a potentially overlapping investment strategy and invest in the same deal type and/or size, broken deal expenses determined to be appropriate for allocation to such Clients are typically allocated pro-rata based on each Client's total assets under management at the end of the immediately preceding quarter. If a broken deal aligns with multiple investment strategies and is of the type and size in which multiple Clients can invest, the associated broken deal expenses are typically allocated pro-rata to the Clients with the corresponding investment strategy(ies), based on each Client's total assets under management at the end of the immediately preceding quarter.



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

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

CIM IC Management is entitled to performance-based fees from certain Clients. The terms of any such fee arrangements are individually negotiated based on terms specified in the Governing Documents. Performance-Based Fees are generally paid quarterly in arrears and equal a percentage of the Client's net income and realized gains for the preceding quarter, subject to a preferred return.

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

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

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

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

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

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

### *Side-by-Side Investments*

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

In the event a co-investment takes place between an affiliated adviser's client and a Client that is registered under the Investment Company Act, such co-investment will be completed in accordance with the conditions of applicable exemptive relief received from the SEC.

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

CIM IC Management and Affiliated Advisers, have adopted a Side-by-Side Management and Investment Allocation Policy (the "*Investment Allocation Policy*") designed to treat its Clients and those clients of Affiliated Advisers fairly and equitably and prevent conflicts from influencing the allocation of investment opportunities. CIM Group's own accounts also participate in the allocation process similar to CIM IC Management's Clients and Affiliated Adviser's clients; however, priority is given to CIM IC Management's Clients and Affiliated Advisers' clients. For the purposes of the Investment Allocation Policy, "Clients and Affiliated Advisers' clients" means any individual, group of individuals, partnership, trust, company or other investment entity for which CIM IC Management and/or Affiliated Advisers act as adviser; which CIM IC Management and/or Affiliated Advisers have solicited to act as an adviser within the past six (6) months; or, in the case of investment vehicles formed by CIM Group, for which CIM IC Management and/or Affiliated Advisers is expected to act as adviser upon the commitment of sufficient capital by underlying investors. The Investment Allocation Committee (as defined below) is responsible for implementing the Investment Allocation Policy.

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

- the investment guidelines and/or restrictions, if any, set forth in the Client's or Affiliated Advisers' clients' Governing Documents;
- the Client's or Affiliated Advisers' clients' risk and return profile;

- the suitability/priority of a particular investment for the Client or Affiliated Advisers' clients;
- the Client's or Affiliated Advisers' clients' available capital for investment; and
- the aggregate capital committed to the Client or Affiliated Advisers' client.

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

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

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

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

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

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

CIM Group's investment allocation committee ("*Investment Allocation Committee*") sits above CIM IC Management and the Affiliated Advisers and is primarily responsible for implementing the Investment Allocation Policy, including resolving allocation conflicts associated with illiquid and/or limited investments. The Investment Allocation Committee does not typically engage when Clients are investing in highly liquid, publicly traded securities. The Investment Allocation Committee is comprised of four of CIM Group's principals, including: CIM Group's three Founding Principals and its Chief Compliance Officer. The size, composition, and policies of the Investment Allocation Committee, at CIM Group's discretion, are changed from time to time.

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

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

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

### ***Generally***

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

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

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

CIM IC Management draws upon the resources of CIM Group to execute its investment strategy. Since 1994, CIM Group has managed various investment vehicles investing in urban real estate and real estate related assets and infrastructure assets on behalf of itself and institutional investors. Beginning with its three Founding Principals, CIM Group has grown into a cohesive national organization with over 1000 employees, located throughout North America, South America, Europe, Asia and Australia. CIM Group's primary corporate offices are located in Los Angeles, CA (headquarters), Dallas, TX, Chicago, IL, Phoenix, AZ, New York, NY, Orlando, FL, Atlanta, GA, London, United Kingdom and Tokyo, Japan.

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

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

The Real Estate Equity Sub-Committee is a subset of Committee Members responsible for reviewing proposed due diligence spending in connection with potential real estate equity investments in North America.

The Credit Sub-Committee is a subset of Committee Members responsible for reviewing and approving all credit investments and exits by CIM IC Management's Clients.

The Publicly Traded Securities Sub-Committee is a subset of Committee Members responsible for reviewing and approving publicly traded securities transactions by CIM IC Management's Clients.

The European Investment Sub-Committee is a subset of Committee Members responsible for reviewing proposed due diligence spending in connection with potential real asset equity investments in Europe and United Kingdom. The Sub-Committee is also responsible for reviewing and approving, as appropriate, the final offer price, acquisition and disposition of all real asset equity investments located, or to be transacted, in Europe or the United Kingdom.

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

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

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

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

CIM IC Management's Clients may invest across various investment strategies, including:

**Build to Hold** (e.g., ground up development, includes Opportunity Zones)

**Opportunistic**

- Development (e.g., ground up developments and land development)
- Non-Development (e.g., substantial redevelopment or major vacancy but does not require ground up development)

**Value Add – Non-Development** (e.g., moderate to high-risk assets with little to no cash flow but potential to produce cash flow once value has been added, asset with low occupancy, below market rents and requiring significant amount of renovation/cap ex/repositioning)

**Stabilized – Non-Development** (e.g., stabilized occupancy with credit quality tenants on long term leases)

### **Infrastructure**

- Real Asset (e.g., build-to-core or operating, mature assets, typically majority control)
- Decarbonization/Early Stage (e.g., assets in infancy stage, minority or majority control)

### **Credit**

- Core (e.g., stabilized assets)
- Transitional (e.g., operating or non-stabilized assets)
- Construction (e.g., ground up development or heavy repositioning)
- Opportunistic (e.g., distressed assets or special situations)

### ***Qualified Communities***

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

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

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

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

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

Once a community is qualified, CIM IC Management and/or its affiliate proactively identifies and evaluates specific investment opportunities through its own market analysis and due diligence. In



addition, CIM IC Management actively seeks opportunities from CIM Group's relationships, including CIM Group's broad network of real estate brokers, property owners, municipalities, redevelopment agencies, consultants, architects, national and regional retail tenants, builders, and prospective partners.

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

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

### ***Material Risks***

#### ***No Assurance of Investment Return***

No assurance can be given as to CIM IC Management's ability to choose, make and realize any debt or equity investments in any particular industry sector, company, or portfolio of companies or other distressed investments, or that the Client will achieve its investment objective.

#### ***Risks of Real Estate Investments***

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

#### ***Risks of Infrastructure Investments***

Investments in infrastructure assets are subject to unique and acute risks. Project revenues can be affected by a number of factors, including but not limited to: economic and market conditions, political events, competition, regulation, and the financial position and business strategy of customers. Unanticipated changes in the availability or price of inputs necessary for the operation of infrastructure assets may adversely affect the overall profitability of the investment or related project. Events outside the control of CIM IC Management and/or any project owner/operator, could significantly reduce the revenues generated, significantly increase the expense of constructing, operating, maintaining, and/or restoring infrastructure facilities, or result in termination of an applicable concession or other agreement, any of which could significantly impair the value of the infrastructure investment. These events include, but are not limited to: political action, governmental regulation, demographic changes, economic growth, increasing fuel prices, government macroeconomic policies, toll rates, social stability, competition from non-tolled or other forms of transportation, natural disasters, changes in weather, changes in demand for products or services, bankruptcy or financial difficulty of a major customer, and/or acts of war or terrorism.

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

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

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

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

Real estate mezzanine financings are generally made to a direct or indirect parent of the property owner in exchange for a direct or indirect pledge of the equity interest in the property owner, rather than to a property owner in exchange for a security interest in the underlying real property. The parent of the property owner is commonly set up as a single purpose entity intended to be "bankruptcy remote" that owns only the equity interest in the property owner. In such a circumstance, remedies in the event of non-performance would include foreclosure on the equity interests pledged by the parent of such property. While the foreclosure process on such equity interests is generally less cumbersome and quicker than foreclosure on real property, such foreclosure process may nevertheless involve the risks discussed herein. Furthermore, such mezzanine financing can involve multiple levels of mezzanine loans to multiple levels of mezzanine borrowers (each pledging its equity interest in the borrower under the more senior financing as collateral) and therefore the value of the mezzanine loans may be negatively affected by separate levels of mezzanine financing. There can also be no guarantee that in such circumstances favorable inter-creditor rights will be negotiated.

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

### *General Economic and Market Conditions*

General fluctuations in the market prices of securities and interest rates may affect a Client's investment opportunities and the value of a Client's investments. CIM's financial condition may be adversely affected by a significant economic downturn, and CIM may be subject to legal, regulatory, reputational and other unforeseen risks that could have a material adverse effect on particular investments, as well as CIM's general businesses and operations.

A recession, slowdown and/or sustained downturn in the North American market, and to a lesser extent, the global economy (or any particular segment thereof) may have a pronounced impact on CIM and could adversely affect CIM's profitability, impede the ability of the entities in which CIM invests to perform under or refinance their existing obligations and impair CIM's ability to effectively deploy its capital or realize the investment on favorable terms. CIM could also be affected by difficult conditions in the capital markets and any overall weakening of the financial services industry. It is possible that a weakening of credit markets could adversely affect funding obligations to CIM and could suffer other adverse consequences, any of which could adversely affect the business of CIM, restrict CIM's activities and impede CIM's ability to effectively achieve its investment objective.

### *Co-Investments and Non-Control Investments*

Clients may hold non-controlling interests in certain investments or, similarly, may co-invest with operating partners or other third parties through partnerships, joint ventures or other entities. The Client may not have control over these investments and therefore, may have a limited ability to protect its position therein. Such investments may involve risks not present in investments where an operating partner or other third party is not involved, including the possibility that a third-party partner or co-venturer may have financial difficulties resulting in a negative impact on such investment, may have economic or business interests or goals which are inconsistent with those of the Client or may be in a position to take (or block) action in a manner contrary to the Client's investment objectives, as well as the increased possibility of default by, or diminished liquidity or insolvency of, the third party due to a sustained or general economic downturn. Furthermore, if a co-venturer defaults on its funding obligations, the Client may be required to make up the shortfall.

### *Potential Conflicts Related to Material Non-Public Information*

As a result of CIM's operations and due diligence processes, including its use of expert networks, CIM will occasionally come into possession of material non-public information or other confidential information regarding a potential or existing investment. As a result, CIM's ability to transact in such investment will be restricted, and in some cases prohibited, to the extent necessary to comply with applicable securities laws, contractual obligations and CIM's internal policies.

#### *Limited Access to Information*

Investors' rights to information regarding a Client will be specified, and strictly limited, in the Governing Documents. In particular, it is anticipated that CIM IC Management and its respective affiliates will obtain certain types of material information from investments that will not be disclosed to investors, because such disclosure is prohibited for contractual, legal or other obligations outside of the control of CIM IC Management and its respective affiliates.

#### *Litigation at the Property Level*

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

#### *Illiquidity of Investments*

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

#### *Limited Current Return*

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

#### *Use of Leverage*

CIM IC Management uses leverage in connection with its Clients' investments. This leverage may subject such investments to restrictive financial and operating covenants, which generally impair such investments' ability to finance their future operations and capital needs or limit their

flexibility to respond to changing business and economic conditions. In addition, leverage increases such investments' exposure to adverse economic factors such as significantly rising interest rates, severe economic downturns or deteriorations in the condition of the real estate investment or its market. The income and net assets of a leveraged investment will tend to increase or decrease at a greater rate than if borrowed money were not used. Lenders or other holders of senior positions are entitled to a preferred cash flow prior to a Client receiving a return on a leveraged investment, and, in the event an investment is unable to generate sufficient cash flow to meet the principal and interest payments on its indebtedness, the value of the Client's equity in such investment could be significantly reduced or even eliminated.

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

#### *Interest Rates and Inflation*

Leverage at the asset or Client level can expose investors to interest rate risk. Future financing or refinancing could involve a higher or lower rate, depending on economic activity and central bank decision-making. CIM IC Management will seek to obtain financing on the best available terms, but there can be no assurance that leverage will be obtained at targeted rates.

Often, central bank intervention is imposed to control the rate of inflation. Inflation is a measure of the relative value of money. When inflation is present, the buying power of money is eroded and its future value may be less than its present value. Recently, inflation in the U.S. market has been higher than the average over the last decade, leading to an increase in central bank intervention. There can be no assurance that inflation will return to prior rates, and future actions of the central bank cannot be predicted.

#### *Financial Institution Risk; Distress Events*

CIM's Clients are subject to the risk that one or more of the Client's banks, brokers, lenders or other custodians of some or all of a Client's investments (each, a "*Financial Institution*") fail to perform their obligations and/or experience insolvency, closure, receivership or other financial distress or difficulty, similar to that experienced by Silicon Valley Bank and Signature Bank in March 2023 (each, a "*Distress Event*"). Distress Events can be caused by factors including eroding market sentiment, significant withdrawals, fraud, malfeasance, poor performance or accounting irregularities. In the event a Financial Institution experiences a Distress Event, CIM, its Clients and/or its investments may not be able to access deposits, borrowing facilities or other services for an extended period of time or ever. Although assets held by regulated Financial Institutions in the United States frequently are insured up to stated balance amounts by organizations such as the Federal Deposit Insurance Corporation ("FDIC"), in the case of banks, or the Securities Investor Protection Corporation ("SIPC"), in the case of certain broker-dealers, amounts in excess of the relevant insurance are subject to risk of loss, and any non-U.S. Financial Institutions that are not

subject to similar regimes pose increased risk of loss. Although in recent years governmental intervention has resulted in additional protections for depositors, there can be no assurance that governmental intervention will be successful or avoid the risk of loss, substantial delays or negative impact on banking or brokerage conditions or markets.

Any Distress Event can have a potentially adverse effect on the ability of CIM to manage its Clients and its investments, and on the ability of CIM, its Clients and/or investments to maintain operations, which in each case could result in significant losses and unconsummated investment acquisitions and dispositions. Such losses have the potential to cause Clients to pay fees and expenses associated with a Client's inability to close a transaction (whether due to the inability to draw capital on a credit line provided by a Financial Institution experiencing a Distress Event, the inability of investors to make capital contributions or otherwise), or to acquire or dispose of investments at prices that CIM believes reflect the fair value of such investments and/or an investment's inability to make payroll, fulfill obligations and maintain operations. Although CIM expects to utilize Insured Cash Sweep (ICS) services as well as exercise contractual remedies under the agreements with Financial Institutions in the event of a Distress Event, there can be no assurance that such ICS services or remedies will be successful or avoid losses or delays.

Although CIM seeks to do business with custodians that it believes are creditworthy and capable of fulfilling their respective obligations to its Clients, CIM is under no obligation to use a minimum number of custodians with respect to its Clients, or to maintain account balances at or below the relevant insured amounts.

### *Performance-Based Fees*

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

### *Allocation of Investment Opportunities*

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

adopted an Investment Allocation Policy and constituted an Investment Allocation Committee. Please see “Item 6: Performance-Based Fees and Side-by-Side Management” for a description of CIM Group’s Investment Allocation Policy and Investment Allocation Committee.

#### *Side-by-Side Investments*

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

#### *Other Services Fees*

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

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

#### *Risks Relating to Valuation*

All or certain of Clients’ investments are expected to be illiquid, with limited or no access to market prices at the time valuations are performed. Valuations of assets without a liquid resale market involve uncertainties and the exercise of both judgment and discretion based on the best available data, including data from third-parties. Unforeseen market fluctuations can affect transaction pricing and sale prices of investments, which could be lower or higher than CIM’s most recent fair value determination. There can be no assurance that investments will ultimately be realized at their reported values.

#### *Conflicts Relating to Valuation*

CIM IC Management's Management Fee for certain Clients is based on the value of the Client's assets. The participation of CIM Group investment professionals in the valuation process, and CIM IC Management's selection of third-party valuation advisors (such as real estate appraisers), creates a conflict of interest. To mitigate this conflict, valuations are subject to the review and approval of a valuation committee ("*Valuation Committee*") comprised of CIM Group's Chief Valuation Officer, Chief Financial Officer, Chief Compliance Officer and a CIM Group Founding Principal for the Securities Portfolio Client. For the Interval Fund Client, valuations are determined by a valuation committee ("*Interval Fund Valuation Committee*"), comprised of CIM Group's Chief Valuation Officer, Chief Financial Officer, Chief Compliance Officer and the Principal for the Capital Markets department, and a CIM Group Founding Principal (non-voting member), and subject to oversight by the Interval Fund Client's Board of Directors. In addition, potential third-party appraisers are selected through a formalized assessment of multiple factors including cost effectiveness, appraiser expertise, and quality of work product. For real assets located in North America, appraisers must be members in good standing of the Appraisal Institute. For real assets located in the United Kingdom, appraisers must be Chartered Members of the Royal Institution of Chartered Surveyors. For credit-related assets, CIM utilizes widely-known, nationally recognized pricing vendors, and CIM conducts tailored due diligence before hiring an appraiser for its Clients' operating portfolio company assets. Appraisal firms will typically be rotated out of the selection process regularly to minimize any conflicts of interest that could result from entrenchment; i.e. the risk that an appraiser could provide advantageous appraisals to ensure its continued retention. Further, the public REITs' Board of Directors will typically review such appraisals to strike the net asset value annually.

### *Cross Transactions*

In circumstances where CIM IC Management believes it to be appropriate and in the best interest of both participating Clients (including Affiliate Advisers' Clients), CIM IC Management could cause one Client to purchase assets from or sell assets to another Client (including Affiliate Advisers' Clients), (a "*Cross Transaction*"). Cross Transactions may be appropriate in furtherance of rebalancing or other portfolio management decisions that advance the investment programs of Clients. When pursued, Cross Transactions will conform with the Governing Documents of both Clients, as well as CIM's policies and applicable securities laws and regulations.

Cross Transactions pose potential conflicts of interest with respect to fees and valuations. Generally, CIM IC Management and its affiliates will not earn any brokerage compensation in respect of arranging such transactions. Additionally, valuations will be determined in accordance with CIM IC Management and Client policies, as well as any applicable regulations.

### *Principal Transactions*

In instances where CIM IC Management or an affiliate purchases an investment from or sells an investment to a Client, (a "*Principal Transaction*"), or otherwise engages in a transaction with a Client for its own account, CIM IC Management will obtain the written consent of the Client prior to executing the transaction, as required by applicable regulations and the Client's Governing Documents.



In instances where CIM IC Management, an affiliate, or persons associated with CIM IC Management or affiliate have a controlling interest in a Client that is participating in a Cross Transaction, such transaction could be deemed a Principal Transaction in respect of CIM IC Management. Additionally, where permitted by applicable regulations and the Client's Governing Documents, CIM or an affiliate can engage in bridging or warehousing transactions for their own account prior to a later acquisition by a Client.

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

As noted in "Item 4: Advisory Business," CIM IC Management has 122 supervised persons and access to CIM Group's other ~850 employees for non-securities related matters. While such personnel, as well as the officers of CIM IC Management, devote as much of their time to CIM IC Management's Clients as reasonably required to fulfill CIM IC Management's fiduciary duties to its Clients, pursuant to the Governing Documents and in accordance with reasonable commercial standards, they are not exclusive to CIM IC Management's current Clients. For example, such persons will likely, manage Affiliated Advisers investment funds, accounts or other investment vehicles with investment objectives similar to those of CIM IC Management's current Clients, and/or serve as officers, directors, or principals of entities that operate in the same, or a related, line of business as CIM IC Management's current Clients. While such persons are performing their respective roles with and for Client and Affiliated Advisers' clients', competing priorities and allocation of time and responsibilities create a conflict of interest.

#### *Reliance on Key Personnel Risk*

The success of CIM IC Management depends in substantial part upon the skill and expertise of the personnel at CIM to identify and select appropriate investment opportunities. There is an ever-increasing competition among managers and other industry participants for hiring and retaining qualified professionals, and there can be no assurance that these key professionals will continue to be associated with CIM. The loss of key personnel could have a material adverse effect on CIM. There can be no assurance that CIM's personnel will not be solicited by and join competitors or other firms and/or that CIM will be able to hire and retain any new personnel that it seeks to add to its team.

#### *Conflicts Relating to Familial Relationships*

From time-to-time, in the normal course of business, Clients participate in transactions with, and/or sponsored by, Ares Management ("Ares") and Apollo Global Management ("Apollo"). Certain executives and/or founders of Ares and Apollo have a familial relationship with Richard Ressler, an indirect owner of CIM IC Management.

#### *Corporate and Employee Benefits*

CIM Group and its employees may receive certain benefits, such as discounts on hospitality or services from properties in which Clients hold a significant ownership interest or from tenants of properties owned by Clients.

In addition, employees can be expected to receive certain intangible or other benefits resulting from their activities on behalf of Clients or underlying assets that will not be subject to a management fee

offset or otherwise shared with the Clients or underlying assets. For example, airline travel, hotel stays or use of a credit card, typically result in cash rebates, “miles,” “points” or credit in loyalty/status programs, and such benefits will advantage such employees even though the cost of the underlying service is borne by the Client and/or underlying assets.

### *Reliance on Third Parties*

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

### *Use of Affiliates*

In addition to third parties, Clients employ affiliates to perform Other Services, as described in Item 5, above. CIM IC Management also relies on an affiliated broker dealer to serve as the dealer manager and/or placement agent to certain Clients, affiliated real estate brokers to provide real estate brokerage services to Clients, and affiliated investment advisers to perform sub-advisory services to select Clients, as described in Item 10 below. There can be no assurances that the rates charged to Clients in respect of these services will be lower than could be obtained by independent service providers. Additionally, if regulatory changes or adverse events impact the ability of these affiliates to provide services to Clients, third-party providers will need to be obtained and the rates charged could be more or less than those charged by the affiliates.

### *Data Protection and Privacy Law Compliance*

Compliance with current and future privacy, data protection and information security laws could increase costs and significantly impact current and planned privacy and information security related practices, the collection, use, sharing, retention and safeguarding of personal data and some of the current and planned business activities of CIM IC Management, its affiliates, Clients and the Client’s underlying assets. A failure to comply with such laws could result in fines, sanctions or other penalties, which could materially and adversely affect results of operations and overall business, as well as have an impact on reputation. As privacy, data protection and information security laws are implemented, interpreted and applied, compliance costs may increase, particularly in the context of ensuring that adequate data protection and data transfer mechanisms are in place.

### *Risks Associated with Foreign Investments*

CIM IC Management invests some Client capital outside of the United States. Investments in foreign countries will be affected favorably or unfavorably by changes in interest rates, due to political and economic factors, including inflation. Also, because non-U.S. companies are not subject to uniform accounting, auditing and financial reporting standards, practices and requirements comparable with those applicable to U.S. companies, there are often times different types of, and lower quality, information available about non-U.S. companies and their assets. If this were to occur, it would affect CIM IC Management’s ability to underwrite and evaluate proposed investments in foreign

countries or to obtain appropriate financial reports relating to such investments. In addition, with respect to certain countries, there is an increased potential for corrupt business practices, or the possibility of expropriation or confiscatory taxation, political or social instability, or diplomatic developments that could affect the Client's investments in those countries. While CIM IC Management manages each Client's investments in a manner that it believes minimizes exposure to the foregoing risks, there is no assurance that adverse developments with respect to such risks will not adversely affect the assets of Clients that are held in certain countries. Investments in foreign countries are also subject to currency exchange rate fluctuations, which may adversely affect the returns Clients realize from such investments. While CIM IC Management considers hedging such exchange rate exposure, if undertaken, there is no guarantee that any such hedges will be wholly or partially successful.

#### *Lack of Diversification*

If diversification is an objective of the Client's objectives, there is no assurance as to the degree of diversification that will actually be achieved in the Client's investments. The Client may make a limited number of investments and, as a consequence, the aggregate return to the Client may be substantially affected by the unfavorable performance of even a single investment.

#### *Environmental, Social, and Governance ("ESG")*

Although ESG considerations do not represent a primary focus of Client's investment strategies, CIM IC Management integrates them into pre-investment sourcing and origination, underwriting, approval and portfolio oversight functions where CIM IC Management deems appropriate. CIM IC Management believes that, in certain scenarios, ESG matters have the potential to impact financial risk or create opportunities for an investment and are best analyzed in combination with an investment's fundamentals, including its industry, management, growth prospects, geography and strategic position. CIM IC Management believes that assessing ESG factors can contribute to a more robust and integrated evaluation of all investment risks.

Where CIM IC Management deems appropriate, CIM IC Management considers one or more ESG factors together with non-ESG factors in making investment decisions, and the ESG factors are generally no more significant than other factors in the investment selection process, such that ESG factors may not be determinative in providing advice with respect to any particular investment. The specific ESG factors that may be considered in connection with any potential investment may depend on, and be tailored as appropriate to, the particular asset class being evaluated for investment. Depending on the investment, CIM IC Management likely has differing levels of control and information transparency both during the underwriting process and after an investment has been consummated, which could affect the way CIM IC Management assesses and integrates ESG factors. The specific ESG factors CIM IC Management may look at include: (1) environmental factors, such as climate risks, water management, pollution and waste and adherence to local regulations; (2) social factors, such as tenant relations, human capital, demographic and societal trends and employee and community health and safety; and (3) governance factors, such as organizational structure, management credibility and track record, risk management, accounting and compliance reporting standards, corporate governance and conflicts of interests. Given that the materiality of certain factors may vary based on sector and industry, CIM IC Management does not focus on any particular factor or set of factors in its review of potential investments, and CIM IC Management may consider certain ESG factors for certain

investments and not for other investments. When considering ESG factors, CIM IC Management generally uses company disclosures, public data sources, environmental and/or engineering reports, third-party ESG ratings and/or industry standard frameworks (e.g., Energy Star, LEED, BREEAM, MSCI, etc.) as inputs to support its ESG assessment. CIM IC Management may incorporate ESG factors to evaluate an investment as part of risk analysis, credit analysis or in other manners. ESG factors may vary across types of investments, and not every ESG factor may be identified or evaluated for a particular investment.

There can be no guarantee that CIM IC Management will be successful in implementing its ESG initiatives, or that these initiatives will ultimately enhance financial returns.

#### *Cybersecurity Breaches and Identity Theft*

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

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

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

#### *Discontinuation of LIBOR*

On July 27, 2017, the United Kingdom's Financial Conduct Authority (the "FCA"), which regulates LIBOR, announced that it intends to phase out LIBOR by the end of 2021. On March 5, 2021, the FCA announced that LIBOR will end or no longer be representative after December 31, 2021, (for 1-week and 2-month LIBOR) and after June 30, 2023 (for overnight, 1-month, 3-month, 6-month and 12-month LIBOR). As a result of this transition, interest rates on financial instruments tied to LIBOR rates, as well as the revenue and expenses associated with those financial instruments, may be adversely affected. Further, any uncertainty regarding the continued use and reliability of LIBOR as a benchmark interest rate could adversely affect the value of our financial instruments tied to LIBOR rates.

On July 29, 2021, the ARRC formally announced that it recommends the Chicago Mercantile Exchange's ("CME") forward-looking SOFR term rates for use in business loans, including securities backed by such assets. However, forward-looking SOFR term rates will not be representative of three-month LIBOR, and there is no requirement that the CME will continue to

publish forward-looking SOFR term rates. There are significant differences between LIBOR and SOFR, such as LIBOR being an unsecured lending rate while SOFR is a secured lending rate, and SOFR is an overnight rate while LIBOR reflects term rates at different maturities. If Client LIBOR-based borrowings are converted to SOFR, the differences between LIBOR and SOFR, plus the recommended spread adjustment, could result in higher interest costs for CIM's Clients, which could have a material effect on such Clients' operating results and liquidity. Although SOFR is the ARRC's recommended replacement rate, it is also possible that lenders may instead choose alternative replacement rates that may differ from LIBOR in ways similar to SOFR. In addition, the planned discontinuance of LIBOR and/or changes to another index could result in mismatches with the interest rate of some Clients' investments. The transition from LIBOR to SOFR or other alternative reference rates may also introduce operational risks in accounting, financial reporting, loan servicing, liability management and other aspects of CIM's business. However, CIM cannot reasonably estimate the impact of the transition at this time.

On March 15, 2022, President Biden signed into law the Adjustable Interest Rate (LIBOR) act, ("LIBOR Act") as part of the Consolidated Appropriations Act of 2022, which among other things, provides for the use of interest rates based on SOFR in certain contracts currently based on LIBOR and a safer harbor from liability for utilizing SOFR-based interest rates as a replacement for LIBOR.

The specific effects of the transition away from LIBOR cannot be determined with certainty. The transition away from LIBOR could:

- adversely impact the pricing, liquidity, value of, return on and trading for a broad array of financial products, including any LIBOR-linked investment;
- require extensive changes to documentation that govern or references LIBOR or LIBOR-based products, including, for example, pursuant to time-consuming renegotiations of existing documentation to modify the terms of outstanding investments;
- results in inquiries or other actions from regulators in respect of CIM's preparation and readiness for the replacement of LIBOR with one or more alternative reference rates;
- results in disputes, litigation or other actions with investors, regarding the interpretation and enforceability of provisions in the Clients' investments, such as fallback language or other related provisions, including, in the case of fallbacks to the alternative reference rates, any economic, legal, operational or other impact resulting from the fundamental differences between LIBOR and the various alternative reference rates;
- require the transition and/or development of appropriate systems and analytics to effectively transition Client risk management processes from LIBOR-based products to those based on one or more alternative reference rates, which may prove challenging given the limited history of the proposed alternative reference rates; and

cause CIM IC Management or its Clients to incur additional costs in relation to any of the above

factors.

### *Force Majeure*

Force majeure is the term generally used to refer to an event beyond the control of the party claiming that the event has occurred, including acts of God, fire, flood, weather, earthquakes, war, terrorism, and labor strikes. In particular, terrorist attacks have caused instability in the world financial markets and may generate global economic instability. In addition, investments in infrastructure assets may involve significant strategic assets that have a national or regional profile and may have monopolistic characteristics. The nature of these assets could expose them to a greater risk of being the subject of a terrorist attack than other assets or businesses. Some force majeure events may adversely affect a party's ability to perform its obligations, under a contract or otherwise, until it is able to remedy the force majeure event. In addition, the cost of repairing or replacing damaged assets could be considerable. Force majeure events that are incapable of, or costly to, cure may also have a permanent adverse effect on an investment. Liability, fire, flood, extended coverage and rental loss insurance with insured limits and policy specifications that are customary for certain investments will be maintained. However, Clients may not be able to insure against all catastrophic losses described herein. For example, most insurers are excluding terrorism and earthquake coverage from their all-risk policies. As such, catastrophic losses may be either uninsurable or insurable at such high rates that to maintain such coverage would cause an adverse impact on the related investments. If a major uninsured loss occurs, Clients could lose both invested capital in and anticipated profits from the affected investments. In general, discretion as to the type and level of coverage to obtain, or whether to obtain insurance at all will be specified in the Clients' Governing Documents.

### *Public Health Risk*

Certain countries have been and continue to be susceptible to pandemics and epidemics, such as severe acute respiratory syndrome, avian flu, H1N1/09 flu and most recently, COVID-19, coronavirus disease. The outbreak of an infectious disease or any other serious public health concern, together with any resulting restrictions on travel or quarantines imposed, could have a negative impact on the economy, CIM IC Management's business and business activity in any of the countries in which Clients may invest and thereby adversely affect the performance of the Client's investments. COVID-19 and renewed and new outbreaks of other pandemics or epidemics could result in health or other government authorities requiring the closure of offices or other businesses and could also result in a general economic decline. Similarly, travel restrictions or operational issues resulting from the rapid spread of contagious illnesses may have a material adverse effect on business and results of operations. During periods of economic slowdown or recession, rising interest rates or declining demand for real estate, or the public perception that any of these events may occur, could result in a general decline in rents or an increased incidence of defaults under existing leases. These disruptions could also prevent CIM IC Management and its vendors or service providers from maintaining normal business operations or could result in the loss of services of key personnel on a temporary or long-term basis due to illness or other reasons. Any such event(s) could have a significant adverse impact on the value of Client accounts and the risk profile of CIM IC Management's investment strategies. The duration of the business disruption and related financial impact caused by a widespread health crisis cannot be reasonably estimated.

### *Highly Competitive Market for Opportunities*

The process of identifying, acquiring, operating and realizing investments is generally highly competitive, and involves a high degree of risk and uncertainty. CIM IC Management may compete for suitable investments with other funds, as well as individuals, companies, strategic buyers, financial institutions, other institutional investors, sovereign wealth funds, hedge funds and investment funds associated with other financial sponsors or institutional investors, private equity and debt investors, and credit vehicles. Further, over the past several years, a number of funds have been formed (and many such existing funds have grown in size). Additional funds and vehicles with similar objectives may be formed in the future (resulting in larger funds and vehicles). In addition, CIM IC Management Client's prospective investments may depend on its ability to enter into satisfactory relationships with joint venture or operating partners. There can be no assurance that CIM IC Management's current relationship with any such partner or operator will continue with respect to CIM or that any relationship with other such persons can be established in the future as desired with respect to any sector or geographic market and on terms favorable to CIM IC Management.

### *Pay-To-Play Laws, Regulations and Policies*

In light of controversies and highly publicized incidents involving money managers, a number of U.S. states and municipal pension plans have adopted so-called "pay-to-play" laws, regulations or policies which prohibit, restrict or require disclosure of payments to U.S. state and local officials by individuals and entities seeking to do business with U.S. state entities, including investments by public retirement funds. The SEC also has adopted rules that, among other things, prohibit an investment adviser from providing advisory services for compensation with respect to a government plan investor for two years after the adviser or certain of its executives or employees make a contribution to certain elected officials or candidates. If CIM IC Management or its employees or affiliates fail to comply with such pay-to-play laws, regulations or policies, such non-compliance could have an adverse effect on CIM IC Management and/or its affiliates by, for example, providing the basis for the withdrawal of the affected government plan investor.

### *Restricted Developer Ordinance*

On June 8, 2022, the Los Angeles City Council adopted Ordinance No. 186477, which prohibits certain developers and their principals, from making political contributions to Los Angeles City officials. Any applicable developer or principal found in violation of the Ordinance cannot be involved in a Los Angeles City entitlement application for 12 months after the determination of the violation, in addition to other applicable penalties. If CIM or its applicable employees or affiliates fail to comply with the Ordinance, such non-compliance could have reputational damages to CIM and adverse effects on CIM's Clients by, for example, having to refrain for at least 12 months from submitting entitlement applications for Client investments located in Los Angeles.

### *Trade Policy*

Political leaders in the United States and certain European nations have recently been elected on protectionist platforms, fueling doubts about the future of global free trade. The U.S. government has indicated its intent to alter its approach to international trade policy and in some cases to

renegotiate, or potentially terminate, certain existing bilateral or multi-lateral trade agreements and treaties with foreign countries. In addition, the U.S. government has recently imposed tariffs on certain foreign goods, including steel and aluminum, and has indicated a willingness to impose tariffs on imports of other products. Some foreign governments, including China, have instituted retaliatory tariffs on certain U.S. goods and have indicated a willingness to impose additional tariffs on U.S. products. Global trade disruption, significant introductions of trade barriers and bilateral trade frictions, together with any future downturns in the global economy resulting therefrom, could adversely affect the financial performance of CIM IC Management Clients and their investments.

### *Market Disruption Risk*

The military operations of the United States and its allies, the instability in various parts of the world and the increasing prevalence of terrorist attacks throughout the world could have significant adverse effects on the global economy. A terrorist attack involving a business, asset or property owned by CIM IC Management Clients may result in liability far in excess of available insurance coverage and have adverse consequences for all investments. CIM IC Management cannot predict the likelihood of these types of events occurring in the future or how such events may affect the its investments.

### *Uncertain Geopolitical Events*

International and/or local geopolitical events are likely to influence the investments, properties, borrowers and markets targeted by Clients. Geopolitical events, including, without limitation, national referenda, political elections, international violent and non-violent conflicts, political movements and reactions to national and international emergencies, can affect monetary policy, fiscal policy, international relations, currency valuations, legal systems and regulatory regimes, among numerous other things, in ways that could impact Clients and/or their ability to operate and/or pursue its investment strategy.

In February 2022, Russian President Vladimir Putin ordered the Russian military to invade two regions in eastern Ukraine (the Donetsk People's Republic and Luhansk People's Republic regions), and subsequently commenced a full-scale invasion of Russia's pre-positioned forces into Ukraine, including Russia's forces pre-positioned in Belarus. In response, the United States, United Kingdom, and European Union have imposed sanctions designed to target the Russian financial system, and a number of countries have banned Russian planes from their airspace. Further sanctions may be forthcoming, and the U.S. and allied countries have announced that they are committed to taking steps to prevent certain Russian banks from accessing international payment systems. Russia's invasion of Ukraine, the resulting displacement of persons both within Ukraine and to neighboring countries and the increasing international sanctions could have a negative impact on the economy and business activity globally. Furthermore, given the ongoing nature of the conflict between the two nations and its ongoing escalation, it is difficult to predict the conflict's ultimate impact on global economic and market conditions, and, as a result, the situation presents material uncertainty and risk with respect to the Client and the performance of its investments or operations, and the ability of the Client to achieve its investment objectives.



**Item 9: Disciplinary Information**

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

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

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

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

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

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

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

CIM IC Management and certain management persons are related to OFS Capital Management, LLC ("*OFS Capital*"), OFS CLO Management, LLC and OFS CLO Management II, LLC which are investment advisers registered with the SEC. OFS Capital focuses primarily on investments in middle market and broadly syndicated US loans, debt and equity positions in collateralized loan obligations ("*CLOs*") and other structured credit investments. OFS Capital advises two business development companies and a closed-end fund, registered under the Investment Company Act, as well as CLOs, separately managed accounts and proprietary funds. OFS Capital also serves as a sub-adviser to affiliated and non-affiliated pooled investment vehicles and an affiliated closed-end fund registered under the Investment Company Act. OFS CLO Management, LLC and OFS CLO Management II, LLC advise CLOs primarily in investments in broadly syndicated US loans, and to a lesser extent, publicly traded corporate bonds.

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

CIM IC Management and its Clients may engage in transactions (including side-by-side investments) with Affiliated Advisers clients, and CIM IC Management may provide investment advice to Affiliated Adviser clients. However, CIM IC Management and Affiliated Advisers,

have adopted an Investment Allocation Policy and constituted an Investment Allocation Committee as described above to mitigate allocation risks and conflicts.

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

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

CIM Group includes CCO Capital, LLC, a limited purpose broker-dealer registered with the SEC and a member of the Financial Industry Regulatory Authority, Inc., the scope of which is limited to acting as dealer manager and/or placement agent for Affiliated Advisers' clients. CCO Capital, LLC does not receive a commission on such sales but is paid for services performed by CIM IC Management. Certain supervised persons of CIM IC Management are registered representatives of CCO Capital, LLC. CIM Group also includes CIM Japan, Ltd., a Type II Financial Instruments Business (the equivalent of a broker-dealer), registered by the Japanese Financial Service Agency. CIM Japan, Ltd markets interests in Affiliated Advisers' clients to residents of Japan. Lastly, CIM Group includes CIM Group (Australia) PTY LTD, a Corporate Authorized Representative of PAS Advisory Services Pty Ltd, which allows for (a) the provision of general financial product advice and (b) dealing in a financial product by arranging for another person to issue or apply for certain classes of financial products to wholesale clients.

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

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

### ***Conflicts Procedures***

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

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

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

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

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

Pursuant to Rule 204A-1 of the Investment Advisers Act of 1940 (“Advisers Act”), CIM IC Management has adopted a Code of Ethics to establish applicable policies, guidelines, and procedures that promote ethical practices and conduct by all CIM Personnel and that prevent violations of the federal securities laws, including the Advisers Act. The Code of Ethics is predicated on the principle that CIM IC Management owes a fiduciary duty to its Clients. It consists of several policies primarily designed to address potential conflicts of interest, including a Personal Investment Policy, an Inside Information Policy, a Gifts and Entertainment Policy, a Political Activity Policy, an Outside Affiliations Policy and an Anti- Corruption Policy.

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

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

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

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

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

### ***Personal Trading***

CIM IC Management maintains a rigorous and robust Code of Ethics that, among other things, prohibits CIM Personnel from using their knowledge concerning a trade, pending trade, or contemplated investment by any of the Clients, to profit personally as a result of such transaction, including by purchasing or selling such investments.

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

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

Moreover, CIM Personnel are prohibited from engaging in “front running.” Front running is an illegal practice in which an investment professional takes a position in an investment in advance of an action he or she knows will predictably affect the price of the investment. In addition, CIM Personnel are prohibited from entering into a short sale transaction or any transaction that has the same economic effect (e.g., short common stock, purchase a put option or sell a naked call option) on any security of an issuer for which a position is held long by a Client. The prohibition on such short sale transactions, front running and trading in the securities of issuers on the Restricted List is intended to prevent conflicts between CIM IC Management, CIM Personnel and CIM IC Management’s Clients.

## **Item 12: Brokerage Practices**

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

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

### ***Aggregation***

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

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

### ***Account Review***

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

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

CIM IC Management has adopted written policies and procedures to govern the use of solicitors and placement agents, as applicable. Among other things, these policies and procedures require that any agreement CIM IC Management enters into with a solicitor be in compliance with Rule 206(4)-1 of the Advisers Act.



## **Item 15: Custody**

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

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

In order to comply with the Custody Rule, CIM IC Management’s Securities Portfolio Client is a component of the public REIT that is audited by an independent public accountant registered with, and subject to regular inspection by, the PCAOB no less frequently than annually, and the results of such audits are filed with the Securities and Exchange Commission no later than 90 days after the end of its fiscal year.

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

**Item 16: Investment Discretion**

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

## Item 17: Voting Client Securities

Client investments do not generally consist of voting securities. In the unlikely event voting securities are held in a Client's portfolio, any proxy solicitation received by CIM IC Management will be forwarded to the Chief Financial Officer to vote unless CIM IC Management has agreed to vote proxies on the Client's behalf.

CIM IC Management and Affiliated Advisers vote proxies, if authorized to do so by Clients, in accordance with its Proxy Voting Policy ("*Proxy Voting Policy*"), which is summarized below, and in accordance with Section 206 of, and Rule 206(4)-6 under, the Advisers Act and with CIM IC Management's fiduciary obligations.

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

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

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

CIM IC Management's Proxy Voting Policy, voting procedures and information about how CIM IC Management has voted proxies, by contacting CIM IC Management at [DL\\_Compliance@cimgroup.com](mailto:DL_Compliance@cimgroup.com).

**Item 18: Financial Information**

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

**Balance Sheet**

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

**Contractual Commitments to our Clients**

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

**Bankruptcy Petitions**

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