



**TDA Inc.**  
**d/b/a: TDA Investment Group**

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**FORM ADV PART 2A**  
**BROCHURE**

This brochure provides information about the qualifications and business practices of TDA Investment Group. If you have any questions about the contents of this brochure, contact us at 650-343-6333. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about TDA Investment Group is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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

## **Item 2 Summary of Material Changes**

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

Since the filing of our last annual updating amendment, dated December 13, 2022, we have no material changes to report.

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## Item 4 Advisory Business

### **Description of Services and Fees**

TDA Inc. d/b/a TDA Investment Group is a registered investment adviser primarily based in San Mateo, California. We are organized as a corporation under the laws of the State of California. We have been providing investment advisory services since 1991. Garry James Spanner is our principal owner.

The following paragraphs describe our services and fees. Please refer to the description of each investment advisory service listed below for information on how we tailor our advisory services to your individual needs. As used in this brochure, the words "we," "our" and "us" refer to TDA Inc. d/b/a TDA Investment Group and the words "you," "your" and "client" refer to you as either a client or prospective client of our firm. Also, you may see the term Associated Person throughout this brochure. As used in this brochure, our Associated Persons are our firm's officers, employees, and all individuals providing investment advice on behalf of our firm.

We are an institutional real estate management group providing asset, property and development management, real estate portfolio management, acquisition, research, and valuation for pension funds. We do not provide individualized advice to plan participants or beneficiaries.

### ***Real Estate Investment Management Services***

We manage pension funds, and originate comprehensive commercial real estate loans and commercial properties owned by our clients. Our services may include any or all of the following:

- Construction Loan Underwriting
- Permanent Loan Underwriting
- Identification and Facilitation of Potential Development Opportunities for Selected Existing Portfolio Assets
- Acquisitions and Dispositions
- Portfolio Level Management
- Mezzanine Financing Underwriting
- Preferred Equity and Venture Equity Structures
- Engagement and Monitoring of Third Party Property Managers
- Distressed Property Workouts
- Community Redevelopment and Neighborhood Planning Services
- Knowledge in LEED Building Standards

Our team has an extensive knowledge base of the federal laws governing the conduct of union pension funds and has developed financial controls to account and report on operating performance. Within the parameters of the services agreement, we are charged with the strategic success of the client's real estate portfolios. Performance evaluation of each property and loan is an ongoing process when combined with the disposition and acquisition of new properties and loans to position the portfolio to its most prudent advantage.

In our fiduciary role, we have assembled a team of professionals skilled in property management, mortgage lending, construction lending, real estate acquisition, and development. Our objective is to seek the best risk-adjusted return for our client's assets. Our creativity, flexibility, and agility have been engineered to benefit the holders of significant real estate portfolios. Our emphasis on long-term relationships and innovative problem solving enhance both the value of existing assets and the reputation of our clients in the market. The TDA Investment Group team shares an operating philosophy of mutual respect, accountability, and fairness, delivering authenticity, passion, humanity, and sustainability to our clients, our communities, and our environment.

**Fees**

Typically, fees paid to TDA Investment Group are calculated as a percentage of the real estate assets under management. The fee generally ranges from 0.875% to 1.5%. Additionally, hourly or fixed fees may be negotiated depending on individual client circumstances. Fees are generally payable monthly in arrears, but other payment arrangements may be negotiated based on your individual circumstances.

**Termination**

Either party may terminate the services agreement within five business days of the date of acceptance without penalty to the client. After the five-day period, either party may terminate the agreement by providing written notice to the other party, as negotiated in the client agreement with TDA Investment Group. Typically, not less than 180 day written notice will be required. You may incur a charge for services rendered prior to such termination. If applicable, any unearned fees will be refunded on a pro rata basis.

**Non-Continuous Services**

You may only require advice on or assistance with a single transaction or on a single aspect of the management of your real estate resources on an as needed basis. In these instances, our fees and payment arrangements will be negotiated and set forth in the client agreement executed between us. We will not provide continuous monitoring of the account. Rather, the account will be reviewed periodically according to the terms set forth in the client agreement or upon your request. Additional reviews outside the scope of the agreement may be subject to additional fees.

For single transactions, the agreement will terminate upon completion. Otherwise, either party may terminate the services agreement within five business days of the date of acceptance without penalty. After the five-day period, either party may terminate the agreement by providing written notice to the other party. You may incur a charge for services rendered prior to such termination. If applicable, any unearned fees will be refunded on a pro rata basis.

**Recommendation of Other Advisers/Investment Monitoring Services**

Some clients may require assistance in selecting other investment advisers and/or with monitoring the assets under management with other investment advisers. TDA Investment Group will not share in the advisory fee paid to other advisers, rather, we will charge a separate fee based on the scope of the engagement as set forth in the client agreement.

TDA Investment Group or the client may terminate the services agreement within five business days of the date of acceptance without penalty to the client. After the five-day period, either party may terminate the agreement by providing written notice to the other party. The client may incur a charge for services rendered prior to such termination. If applicable, any unearned fees will be refunded on a pro rata basis.

**Private Investment Fund**

We serve as the investment adviser to TDA Strategic Real Estate Fund, LLC, an open-end, long-term diversified real estate investment fund in which private pension funds with whom we already have long-term, pre-existing relationships, as well as private pension funds and other institutional investors with whom TDA forges new relationships, will be solicited to invest. The primary purpose of the Fund will be to make debt and equity investments, or some combination thereof, in commercial real estate and real estate related assets in the United States with a focus on investments in properties located in the Western United States.

The Fund is offered through a private placement memorandum and other offering documents. The fees charged by the Fund are separate and apart from any other advisory fees. You should refer to the offering documents for a complete description of the fees, investment objectives, risks and other relevant information associated with investing in the Fund. Persons affiliated with our firm may have made an investment in the Fund and may have an incentive to recommend the Fund over other investments.

In our capacity as investment adviser to the Fund, we will have access to the Fund's funds and securities, and therefore have custody over such funds and securities. We provide each investor in the Fund with audited annual financial statements. If you are a Fund investor and have questions regarding the financial statements or if you did not receive a copy, contact us directly at the telephone number on the cover page of this brochure.

We will be paid a quarterly management fee which will be based on the investment value and generally ranges from 0.875% to 1.5%. There is a minimum investor commitment of \$5,000,000 which may be waived at our sole discretion.

### **Types of Investments**

We only provide investment advice on real property, real estate equity and loans, and limited offerings in real estate investments.

You may request that we refrain from investing in particular investments or certain types of investments. You must provide these restrictions to our firm in writing.

### **Assets Under Management**

As of September 30, 2023, we provide continuous management services for \$805,618,124 in client assets on a discretionary basis.

## **Item 5 Fees and Compensation**

Please refer to the "Advisory Business" section in this brochure for information on our advisory fees and refund policy according to each service we offer.

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

We do not accept performance-based fees or participate in side-by-side management. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees.

Performance-based fees are fees that are based on a share of capital gains or capital appreciation of a client's account. Our fees are calculated as described in the *Advisory Business* section above, and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds in your advisory account.

## **Item 7 Types of Clients**

Our clients are pension and profit sharing plans only. In addition we are the manager to a pooled investment vehicle. There is a minimum investor commitment of \$5,000,000 in the pooled investment vehicle which may be waived at our sole discretion.

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

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

As a real estate investment manager, we have a policy that all assets under its management will be invested exclusively for the benefit of the plan participants and beneficiaries. The investment objective is the maintenance and protection of capital, while maximizing return in a prudent manner. We believe that the real estate market provides attractive opportunities for the creation of development value, capital appreciation, portfolio diversification, job creation, and current income generation while supporting the economic and cultural development of the communities in which its clients operate. We encourage transactions that create value for the community and neighborhoods with projects that tend to result in sustained cash flows, enhanced property values, and heightened liquidity.

We shall act with the care, skill, prudence and diligence that a person acting in a like capacity and familiar with such matters, would employ in the conduct of an enterprise of a like character and with like aims under the prevailing circumstances. In keeping with this policy, investments shall be diversified as broadly as prudent to minimize exposure to large losses resulting from concentration in any sub-category of the real estate industry or market.

Our process strategy includes the following elements:

- Investment in properties that are geographically and economically positioned for long-term appreciation and cash flow
- Avoidance of risk through balanced tenant mixes and leasing strategies that maintain flexibility and liquidity
- Reduction of market risk by generally not accepting investments in speculative developments
- Use of prudent investment strategies to capitalize or acquire properties at lowest points in market cycles and sell throughout the market upturn
- Increase of overall returns through opportunistic development, rehabilitation, repositioning and value-added ventures

All investments must be approved by our Investment Committee. Once an investment opportunity has been identified, preliminary property, sponsorship, and market due diligence are assembled and presented to the Investment Committee for consideration. The Investment Committee's preliminary approval of the conceptual transaction results in a non-binding financing application to the development sponsor. Upon sufficient good faith deposit by the sponsor, full transaction underwriting and third party due diligence commences. It includes an appraisal, environmental assessment, property condition assessment, seismic review, title review, flood zone certification, credit checks, financial statement review, litigation searches, and ERISA compliance. After a final presentation to the Investment Committee summarizes the results and due diligence, the transaction proceeds to closing. A typical transaction may close in 30 to 60 days from signed application and receipt of the good faith deposit by the development sponsor.

### **Risk of Loss**

Management and evaluation of risk is a major part of any successful real estate investment strategy. Risk occurs in many different ways at every stage of the investment process. Some common risks of real estate investing are: Fraudulent sales; Adverse possession; Environmental contamination; Building component or system failures; Overpayment at purchase; Cash shortfall; Economic downturn; Tenant destruction of property; Underestimation of risk; Market Decline; and Fire, flood, or personal injury and insufficient insurance to cover the loss.

Additionally, as it relates to real estate limited partnerships, you should be aware that a limited partnership is a financial affiliation that includes at least one general partner and a number of limited partners. The partnership invests in a venture, such as real estate development for financial gain. The general partner does not usually invest any capital, but has management authority and unlimited liability. That is, the general partner runs the business and, in the event of bankruptcy, is responsible for all debts not paid or discharged. The limited partners have no management authority and confine their participation to their capital investment. That is, limited partners invest a certain amount of money and have nothing else to do with the business. However, their liability is limited to the amount of the investment. In the worst-case scenario for a limited partner, he/she loses what he/she invested. Profits are divided between general and limited partners according to an arrangement formed at the creation of the partnership.

### **Recommendation of Particular Types of Securities**

As disclosed under the "Advisory Business" section in this brochure, we only provide advice regarding real property, real estate equity and loans, and limited offerings in real estate investments.

Investors and prospective investors in the Fund should refer to the Fund's offering documents for a complete description and disclosure regarding the investment strategies, methods of analysis and risks pertaining to investments in the Fund.

## **Item 9 Disciplinary Information**

TDA Investment Group has been registered and providing investment advisory services since 1991. Neither our firm nor any of our Associated Persons has any reportable disciplinary information.

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

TDA Investment Group is a California registered corporate real estate broker, but it does not act as a fee broker in connection with real estate investments. Additionally, some associated persons, including officers, of TDA Investment Group may maintain licenses as real estate brokers or agents under California State Law; however, neither TDA Investment Group nor its associated persons will execute any transactions or receive any fees or commissions in that capacity.

TDA Investment Group is sponsor and investment adviser of a private investment vehicle, TDA Strategic Real Estate Fund, LLC. TDA Investment Group is also the owner of TDA Manager, LLC, which acts as the Manager of the fund. TDA Manager LLC, will, pursuant to a written agreement, delegate management and investment advisory services of the fund to TDA Investment Group.

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

### **Description of Our Code of Ethics**

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for our Associated Persons. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All of our Associated Persons are expected to adhere strictly to these guidelines. Our Code of Ethics also requires that certain persons associated with our firm submit reports of their personal account holdings and transactions to a qualified representative of our firm who will review these reports on a periodic basis. Persons associated with our firm are also



required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm.

Clients or prospective clients may obtain a copy of our Code of Ethics by contacting us at the telephone number on the cover page of this brochure.

### **Participation or Interest in Client Transactions and Personal Trading Practices**

To mitigate any potential conflicts of interests with our client, we do not invest in real estate or co-invest in client transactions and we do not offer any non-investment management services. For these services, we have strategic alliances with third party non-investment management service providers. We act as the principal for acquisitions and depend on third party brokerage firms to prevent conflicts of interest.

## **Item 12 Brokerage Practices**

In light of the nature of our services and the types of investments we recommend, we do not utilize nor recommend any broker-dealers.

## **Item 13 Review of Accounts**

Managed accounts are monitored on a continuous basis. Garry J. Spanner, President, is responsible for the overall supervision of the accounts and review process. Internal reviews are performed at least monthly by Rob Perkins, Executive Vice President, Investments and/or Paula Purcell, Asset Manager. Triggering factors for additional reviews may include changes in client circumstances, new investment opportunities, or upon client request.

We provide quarterly performance reports that may include financial statements, balance sheets, property condition and an operation summary, investment markets, and investment performance.

Non-continuous accounts and accounts managed by other advisers will be reviewed on a periodic basis in accordance with the negotiated client agreement with us. Additional reviews outside the scope of the agreement may be subject to an additional fee based on the complexity of the requested review.

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

We do not receive any compensation from any third party in connection with providing investment advice to you nor do we compensate any individual or firm for client referrals.

## **Item 15 Custody**

We are deemed to have custody since related persons of our firm serve as officers of certain client related accounts and have authority to instruct the custodian bank(s) to make disbursements to third parties thereby giving them access to client funds. All client assets are maintained at independent qualified custodians. We are subject to an annual surprise audit of the accounts where we are deemed to have custody. The surprise audit is prepared in accordance with generally accepted accounting principles (GAAP) and audited by an independent public accountant registered with and subject to regular inspection by the Public Company Accounting Oversight Board.

### **Private Investment Fund**

We serve as the sponsor and investment adviser to TDA Strategic Real Estate Fund, LLC, (the "Fund," whether one or more), a private pooled investment vehicle in which our clients are solicited to invest. The fees charged by the Fund are separate and apart from our advisory fees. You should refer to the offering documents for a complete description of the fees, investment objectives, risks and other relevant information associated with investing in the Fund.

In our capacity as sponsor and investment adviser to the Fund, we will have access to the Fund's funds and securities, and therefore have custody over such funds and securities. We provide each investor in the Fund with audited annual financial statements. If you are a Fund investor and have questions regarding the financial statements or if you did not receive a copy, contact us directly at the telephone number on the cover page of this brochure.

### **Item 16 Investment Discretion**

Typically, we will have full discretion as to the real property assets to be purchased and/or sold, joint venture participation, and any transaction fees to be paid as a result of such acquisitions or dispositions, as well as participation in investments involving construction or real estate loans.

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

#### **Proxy Voting**

In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward any electronic solicitation to vote proxies.

### **Item 18 Financial Information**

We have not filed a bankruptcy petition at any time in the past ten years.

### **Item 19 Requirements for State-Registered Advisers**

We are a federally registered investment adviser; therefore, we are not required to respond to this item.

### **Item 20 Additional Information**

#### **Your Privacy**

We view protecting your private information as a top priority. Pursuant to applicable privacy requirements, we have instituted policies and procedures to ensure that we keep your personal information private and secure.

We do not disclose any nonpublic personal information about you to any nonaffiliated third parties, except as permitted by law. In the course of servicing your account, we may share some information with our service providers, such as transfer agents, custodians, broker-dealers, accountants, consultants, and attorneys.

We restrict internal access to nonpublic personal information about you to employees, who need that information in order to provide products or services to you. We maintain physical and procedural safeguards that comply with regulatory standards to guard your nonpublic personal information and to ensure our integrity and confidentiality. We will not sell information about you or your accounts to anyone. We do not share your information unless it is required to process a transaction, at your request, or required by law.

You will receive a copy of our privacy notice prior to or at the time you sign an advisory agreement with our firm. Thereafter, we will deliver a copy of the current privacy policy notice to you on an annual basis. Please contact our main office at the telephone number on the cover page of this brochure if you have any questions regarding this policy.