# Property Fund Distribution Waterfall Course: Preferred Return, Promote and Joint Ventures

4 – 8 April 2027
Cairo

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## Programme Summary

Property fund distribution waterfalls are the subject of this one-week training course for fund managers, investor relations and finance leaders in private real estate, taught at managerial level and ending in a distribution waterfall file for one fund or joint venture. Investors judge a vehicle by what reaches them after hurdles and promote, yet the clauses behind those payments are often modelled loosely. The programme works from partnership terms to cash tiers, splits and checks, using prepared agreements from a fund and a joint venture. Mars Training Centre UK delivers this programme on property fund distribution waterfalls to mixed-organisation cohorts.

## The Business Case

Leaders who can turn partnership terms into a tested distribution model avoid disputes, report fairly to investors and negotiate terms with a clear view of who earns what. Where waterfalls are copied from an earlier fund, errors in tiers, timing and clawback surface only when a distribution is challenged. The programme works on the measures below.

- Distribution Disputes: Fall when every tier is traced to a clause and checked.
- Investor Reporting Accuracy: Improves when splits and returns reconcile to the cash paid.
- Negotiating Position: Strengthens when alternative terms are priced before they are agreed.

## Principles and Evidence Base

- Distribution waterfall: The ordered tiers through which cash passes between partners, applied in Sessions 1 and 2 to turn terms into a model.
- Internal rate of return and equity multiple hurdles: Return thresholds that move cash between tiers, applied in Session 3 to set splits.
- Preferred return with catch-up and promote: The terms that reward the manager above an investor return, applied in Session 3 to compute carried interest.
- Net present value: Discounted cash flow to a partner, applied in Session 4 to compare alternative terms.

## Intended Participants

- Fund managers who negotiate and operate partnership and joint venture terms.
- Investor relations leads who explain distributions to limited partners.
- Finance leaders who build, check and approve distribution calculations.
- Asset and portfolio managers who forecast the cash a vehicle will pay.

Typical settings include property funds, development joint ventures, pension and sovereign investors and family offices.

## Learning Outcomes

1. Participants will be able to construct a distribution waterfall from partnership terms.
2. Participants will be able to calculate preferred return, catch-up and promote under return hurdles.
3. Participants will be able to compare investor and manager outcomes across alternative terms.
4. Participants will be able to diagnose errors in tiers, timing and clawback in an existing model.
5. Participants will be able to evaluate the effect of joint venture terms on each partner.
6. Participants will be able to justify a distribution position to investors and partners.

## Programme Structure

## Day 1: Property Fund Distribution Waterfall Terms and Structure

How are partnership clauses read and turned into an ordered model?

- Partnership Terms Extraction Sheet
- Capital Call and Contribution Schedule
- Waterfall Tier Map
- Limited and General Partner Roles Table
- Cash Flow Timing Convention

## Day 2: Preferred Return and Cash Tiers

How does cash move through the first tiers before any promote is earned?

- Return of Capital Tier Build
- Preferred Return Accrual Schedule
- Compounding Basis Comparison
- Catch-Up Mechanism Test
- Tier Balance Check

## Day 3: Hurdles, Promote and Carried Interest

How do return hurdles change the split between investors and the manager?

- Internal Rate of Return Hurdle Solver
- Equity Multiple Hurdle Test
- Promote Split Table
- Carried Interest Computation
- Clawback Test

## Day 4: Joint Venture Terms and Alternative Structures

Which terms favour which partner, and by how much?

- Joint Venture Profit Split Comparison
- Developer Promote Scenario Grid
- Fee and Cost Allocation Schedule
- Partner Net Present Value Comparison
- Negotiation Term Pricing Sheet

## Day 5: Distribution Waterfall File for One Vehicle

Do the pieces reconcile into a file that investors and partners can rely on?

- Applying the Session 2 Tier Build
- Testing the Session 3 Hurdle Solver
- Checking the Session 4 Partner Comparison
- Reconciling Distributions to Cash Paid
- Completing the Distribution Waterfall File

## Methodology

The programme is a structured exercise built on prepared agreements and cash forecasts from a property fund and a development joint venture: term sheets, contribution schedules, forecast cash flows and sample investor statements. Participants build tiers, test hurdles, compare terms and defend their calculations to peers acting as an investor committee.

- Suggested activity: Translating clauses from a sample agreement into tiers.
- Suggested activity: Locating a timing error in a distribution calculation.
- Suggested activity: Pricing two alternative promote structures for one scheme.

## Capstone Output

Each participant completes a distribution waterfall file for one fund or joint venture. It holds a terms extract, the tiered model, a hurdle and promote calculation, a partner comparison and a reconciliation to cash. At work it supports investor reporting and negotiation, and becomes the reference for later amendments.

## Frequently Asked Questions

### Is property fund distribution waterfall training suitable for leaders who do not build models?

Yes. Property fund distribution waterfalls are taught through prepared agreements and templates. You need responsibility for fund terms, investor reporting or approving distribution calculations, but no advanced spreadsheet skill.

### Which concepts does property fund distribution waterfall modelling rest on in this training?

Property fund distribution waterfall modelling here rests on ordered cash tiers, return hurdles, preferred return with catch-up and promote, and net present value for comparing terms.

### How is the file from property fund distribution waterfall training used at work?

You use the distribution waterfall file to answer investor queries, to reconcile payments before they are made and to price changes when partners reopen terms.

### How do property fund distribution waterfalls differ from property deal modelling?

Property fund distribution waterfalls split cash between investors and managers under partnership terms, whereas deal modelling forecasts the property's own income, debt and returns.