

## **Hastings Funds Management (USA) Inc.**

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This brochure provides information about the qualifications and business practices of Hastings Funds Management (USA) Inc. If you have any questions about the contents of this brochure, please contact us at +1 212 551 1810 and/or at [investor\\_relations@hfm.com.au](mailto:investor_relations@hfm.com.au). 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.

Referring to Hastings Funds Management (USA) Inc. as a registered investment adviser does not imply a certain level of skill or training.

Additional information about Hastings Funds Management (USA) Inc. is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2 – Material Changes

Not applicable.

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## Item 4 – Advisory Business

### A. Advisory Firm

Hastings Funds Management (USA), Inc. (“Hastings USA”, or the “Adviser”) is a Delaware corporation incorporated on November 22, 2006. Hastings USA is a wholly owned subsidiary of Hastings Management Pty Ltd (“Hastings”), a specialized fund manager of infrastructure and alternative assets in Australia. Hastings is majority owned by Westpac Banking Corporation (“Westpac”), one of Australia’s largest banks by market capitalization. Westpac’s New York branch is a federally licensed branch and accordingly Westpac and its subsidiaries, including Hastings USA, are subject to regulation under the U.S. Bank Holding Company Act of 1956.

### B. Advisory Services Provided

The Adviser provides both discretionary and/or non-discretionary investment advisory services to (1) Zachry Hastings Infrastructure Partners, L.P. (“ZHIP” or the “Fund”), a client that is a pooled investment vehicle that was formed for investment by institutional investors and other sophisticated investors, and (2) certain other

institutional clients (each an “Other Client” and collectively, the “Other Clients” and together with ZHIP, the “Clients”). The Adviser may provide such services as the primary adviser or in a sub-advisory capacity. The investment advisory services that the Adviser provides to Clients primarily relate to development and growth infrastructure assets across the United States and Canada. These services may include:

- Originating investments
- Conducting due diligence
- Conducting portfolio research and analysis
- Engaging in strategic investment and business planning
- Conducting valuations
- Structuring and negotiating potential investments
- Portfolio asset management; and
- Negotiating exit opportunities for the benefit of Clients.

### **C. Ability to Tailor Advisory Services**

Hastings USA is able to tailor advisory services to the individual needs of Clients to take into account Client's specific investment guidelines such as (i) maximum and minimum exposure limits, (ii) target rates of return, (iii) authorized markets, and (iv) other risk measure limits.

Non-discretionary Clients have the right to restrict investments in certain types of securities.

### **D. Wrap Fee Programs**

Hastings USA does not offer or participate in wrap fee programs.

### **E. Amount of Discretionary/Non-Discretionary Client Assets Managed**

As of September 3, 2012, Hastings USA had approximately \$641 million in Client assets under management, of which \$183 million is managed on a discretionary basis, and \$458 million on a non-discretionary basis.

## **Item 5 – Fees & Compensation**

The Adviser generally will receive from its Clients an annual asset-based fee (“Base Advisory Fee”) as compensation for the advisory services provided by the Adviser. In addition, related persons of the Adviser will receive incentive allocations (“Performance Fees”) generally based upon net profits allocable to each Fund's investor. Such Performance Fees will only be charged consistent with Section 205 of the Investment Advisers Act of 1940 (“Advisers Act”) and Rule 205-3 thereunder, to the extent applicable.

### **Zachry Hastings Infrastructure Partners**

#### **Base Advisory Fee**

A Base Advisory Fee is paid by the Fund quarterly in advance and any payment for a period of less than three months shall be adjusted on a pro rata basis according to the actual number of days during the period. The basis of this fee may be any, or a combination of, (i) the amount of capital committed by each investor, (ii) the amount of the Fund's project equity at risk, or (iii) the net market value of assets under management.

For Base Advisory Fees paid in advance that are based on project equity at risk, a reconciliation is conducted at the next payment date to take into account any changes in a Client's project equity at risk for the preceding quarter.

The Adviser deducts the Base Advisory Fee from Client accounts by requesting the Fund's administrator to calculate and then process a wire request from the Fund's bank account. The calculation of the Base Advisory Fee is confirmed by the Fund's General Partner.

The Adviser may recommend to the General Partner of the Fund that all or any part of the Base Advisory Fee be deferred or waived.

### **Performance Fee**

A Performance Fee may be payable based on the proceeds realized upon the disposition of assets.

Net proceeds attributable to the disposition of a Fund's project investment, distributions in kind of securities, and any distributions, interest or other income received with respect to a project investment, will be distributed to the Fund's investors that participated in such project investment. Each such investor's proportionate share thereof generally will be distributed and used to pay the Performance Fee as follows:

(a) Return of Capital Contributions: First, 100% to such investor until the cumulative distributions to such investor equal the sum of the capital contributions of such investor;

(b) Preferred Return: Second, 100% to such investor until the cumulative distributions to such investor are sufficient to provide such investor with a internal rate of return equal to the IRR Hurdle (as defined below), on the capital contributions of such investor then described in paragraph (a); and

(c) 80/20 Split: Thereafter, 80% to such investor and 20% to all affiliated Limited Partners as a performance fee. For purposes of determining the Performance Fee, IRR Hurdle means a rate equal to (i) the average yield on 10-year U.S. Treasury notes, calculated each quarter based on the daily annual yield for the relevant time period, which annual yield may be no less than 3%, (ii) plus 4%.

Currently, the Adviser does not receive a performance fee for Clients for which it acts as sub-adviser.

### **Other Clients**

#### **Base Advisory Fee**

The Adviser receives Advisory Fees for acting as a sub-adviser with respect to the Other Clients. Such Advisory Fees are paid quarterly in arrears and any payment for a period of less than three months shall be adjusted on a pro rata basis according to the actual number of days during the period. The basis of this fee is the Adviser's cost to provide the advisory services plus a flat premium (a "Cost Plus Fee"). These fees are paid by the Other Clients' principal adviser, which is a related person of the Adviser, and are not paid by the Other Clients directly to the Adviser.

#### **Performance Fee**

With respect the Other Clients, the Adviser does not receive a Performance Fee.

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

The Adviser and its investment personnel provide investment advisory services to multiple Clients. The Adviser is entitled to be paid performance-based compensation by the Fund.

At this time, the Adviser receives both a Management Fee and a Performance Fee with respect to the Fund. The Adviser is not entitled to receive a Performance Fee with respect to the Other Clients.

The Adviser has adopted and implemented policies and procedures intended to address conflicts of interest relating to the management of multiple accounts, including accounts with multiple fee arrangements, and the allocation of investment opportunities. The Adviser has implemented policies and procedures designed to ensure that no Client for whom the Adviser has investment decision responsibility shall receive preferential treatment over any other Client, and that, in allocating securities among Clients, all Clients are treated fairly.

By virtue of an existing allocation agreement, the Adviser's existing Clients have the right of first refusal to acquire the available equity securities in specified geographic markets in U.S. and Canadian development infrastructure investment opportunities identified by Hastings USA. This allocation protocol has been agreed to by all existing Clients.

## **Item 7 – Types of Clients**

Hastings USA provides investment advisory services to the Fund and the Other Clients. Investment in the Fund was available to certain sophisticated private and institutional investors (e.g. public pension funds, endowments, corporate pension funds). Generally, the minimum capital commitment to invest in the Fund is \$25 million, although the Adviser has the discretion to accept amounts less than this.

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

Generally, Hastings USA's primary investment strategy is to invest in development and growth infrastructure assets in the United States and Canada with contracted, regulated or partially regulated revenue sources that have or are expected to generate relatively stable cash flows over time. Hastings USA will typically seek assets that are associated with the provision of essential services with strong market characteristics and high barriers to entry. The return objective is to achieve attractive total returns with relatively low volatility.

The Adviser has developed a rigorous multi-layered investment evaluation and approval process. This involves regular peer reviews and internal Investment Committee approval and scrutiny. This process is of significant value to the Adviser's strategic review and valuation of investments.

For each investment considered for clients, the Adviser will seek the capacity to influence the structure of the investment and the direction of the business. Given transactions are often led by construction contractors or operators, equity investors must have the skills and experience to influence the structure and contractual terms of investment. Hastings USA will utilize its experience to implement this strategy in crafting the commercial and contractual relationships among equity investors, operators, contractors and governments.

Hastings USA has the ability to aggregate funds from multiple sources to seek influential positions in large infrastructure transactions and to seek representation on the boards of investee companies. A significant commitment of time and expertise is devoted to the ongoing management of investments, in an effort to substantially improve their value.

Hastings USA believes that careful asset management, market research and knowledge, and quantitative analysis drives and enhances exit strategies.

These methods, strategies and investments involve a substantial degree of risk and should be considered only by prospective investors whose financial resources are sufficient to enable them to assume such risk and who have no immediate need for liquidity in their investment. Returns may be unpredictable, and, accordingly, such types of investments may not be suitable as the sole investment for an investor. Investing in securities involves risk of loss that clients should be prepared to bear.

## **Risks Related to Infrastructure Strategies**

Investments in infrastructure strategies require a long-term commitment with no certainty of the magnitude or timing of returns. Such investments involve a high degree of risk, including adverse fluctuations in the cash flow of such entities, increased interest rates and inability to meet debt obligations and covenants.

### **Illiquid Assets**

Most infrastructure assets have unique locational and market characteristics, which could make them highly illiquid or appealing only to a limited group of investors. Political and regulatory considerations could also affect the ability of the Fund to buy or sell investments on favorable terms. As a result, there can be no assurance that the Adviser will be able to buy or realize such investments in a timely manner. Moreover, the realizable value of a highly illiquid investment may be less than its intrinsic value. The risks of not receiving full value for an asset upon realization may be greater for a closed-ended fund than it would be for open-ended funds as the closed-ended fund may need to market an asset towards the end of the fund's life, when market conditions may not be favorable.

### **Broken Deal Expenses**

Investments in the infrastructure industry often require extensive due diligence activities prior to acquisition, the expenses relating to which can be quite substantial. Due diligence costs include among others: feasibility and technical studies; preliminary engineering costs and marketing studies; environmental reviews; legal costs; and bid preparation and submission costs. In the event that the Adviser's bid is not accepted, these expenses may be borne by the client and its co-investing partners pro rata to their proposed participation in such acquisition.

### **Infrastructure Industry Risk**

The infrastructure industry has some special features that cause certain risks to be more prevalent than in other industry sectors, including that (i) while the risk could be considered low in the infrastructure sector given the substantial fixed costs involved in constructing the assets and the fact that many infrastructure technologies are well established, any technology change that occurs over the medium term could threaten the profitability of an infrastructure project or developer, and if such a change were to occur, these assets have very few alternative uses should they become obsolete; (ii) if an event that somehow impairs the performance of an infrastructure developer's assets occurs in the geographic location where the developer operates those assets, the performance or the developer may be adversely affected; and (iii) the revenue of many infrastructure developers may be negatively impacted by a change in the number of users who use the products or services produced by the infrastructure developer's assets.

### **Toll Rates Risk**

Users of toll roads, bridges and tunnels operated through a client's investment in a project company may react negatively to any adjustments to the applicable toll rates, or public pressure may cause relevant governmental authorities to challenge the toll rates. Motorists may react adversely to toll rates, for example, by avoiding tolls, resulting in lower traffic volumes and reduced toll revenues. In addition, adverse public opinion, or lobbying efforts by special interest groups, could result in governmental pressure on project investments to reduce their toll rates, or to forego planned rate increases. The Adviser cannot guarantee that governmental bodies with which the project investments have concession agreements will not try to exempt certain vehicle types or class of users from tolls or negotiate lower toll rates. If public pressure or government action forces project investments to restrict their toll rate increases or reduce their toll rates, and they are not able to secure adequate compensation to restore the economic balance of the relevant concession agreement, the client's business, financial condition and results of operations could be materially and adversely affected.

### **Single Project Risks**

*Customer Base.* Infrastructure assets can have a narrow customer base. Should any of the customers or counterparties fail to pay their contractual obligations, or a government appropriate the underlying assets, significant revenues could cease and become irreplaceable. This would affect the profitability of the infrastructure assets and the value of any securities or other instruments issued in connection with such assets.

*Single Operator.* Infrastructure projects are generally heavily dependent on the operator of the assets. There are a limited number of operators with the expertise necessary to successfully maintain and operate infrastructure projects. The loss of an operator of an infrastructure project of a client could significantly impair the financial viability of the infrastructure project and result in a material adverse effect on the client's investment.

*Credit Risk of Contracting Parties.* The insolvency of the lead contractor, a major subcontractor and/or a key equipment supplier could result in material delays, disruptions and costs that could significantly impair the financial viability of an infrastructure investment project and result in a material adverse effect on the client's investment.

### **Counterparty Risks**

Counterparty credit risk is the risk that the counterparty to a financial contract will default prior to the expiration of the contract and will not make all the payments required by the contract, thereby adversely impacting the returns on the project investments. As part of the Adviser's investment process, an assessment of counterparty risk is conducted at the comprehensive due diligence stage, including, where possible, a review of the counterparty's credit rating for each investment opportunity. Given that this analysis of counterparty risk is conducted at such point in time, there remains a residual risk that the counterparty's credit rating may be downgraded during the period that the investment is held.

### **Project Risks**

Infrastructure investments expose a client's funds to numerous risks, usually without recourse to the general credit of the owners of the business entity that owns the infrastructure assets, including construction, environmental, regulatory, permitting, commissioning, start-up, operating, economic, commercial, political and financial risks. Clients may also invest in early development stage projects, involving risks of failure to obtain or substantial delays in obtaining: (i) zoning, environmental, safety or other regulatory approvals or permits; (ii) financing; and (iii) suitable equipment supply, operating and off-take contracts. Further, there is no assurance that these projects will be profitable or generate cash flow sufficient to service their debt or provide a return on or recovery of amounts invested therein.

### **Sovereign Risk**

To the extent that clients invest in assets that are governed by concession agreements with governmental authorities, there is a risk that these authorities may not be able to honor their obligations under the agreement, especially over the long term. The concessions granted by governmental bodies are subject to special risks, including the risk that the relevant governmental bodies will exercise sovereign rights and take actions contrary to the project investment's rights under the relevant concession agreement. There can be no assurance that the relevant governmental bodies will not legislate, impose regulations or change applicable laws or act contrary to the law in a way that would materially and adversely affect the business of such project investments.

### **Construction Risks**

The construction of any project involves many risks, including delays or shortages of construction equipment, material and labor, work stoppages, political opposition, labor disputes, weather interferences, unforeseen engineering, environmental and geological problems, difficulties in obtaining requisite licenses or permits and unanticipated cost increases, any of which could give rise to delays or costs overruns. The Adviser attempts to minimize construction-related risks through fixed price or "turn-key" construction contracts with experienced and creditworthy construction contractors, under which the contractors typically assume certain risks (though not risks related to force majeure events), such as the risk of unexcused delays in completion of construction and certain cost overruns. There can be no assurance, however, that liquidated damages or insurance payments would be sufficient to pay for any increased costs or to replace reduced revenues resulting from a completed facility that does not meet, or is late in meeting, its performance specifications, that a contractor will honor its commitments or will have the financial resources to satisfy its obligations to make liquidated damages payments, or that any affected project would continue to operate at its design specifications after the expiration of the contractor's and equipment suppliers' warranties.

### **Regulatory Risks**

A client's investment projects may be subject to statutory and regulatory requirements, including those imposed by zoning, environmental, safety, labor and other regulatory or political authorities. The adoption of new laws or regulations, or changes in the interpretation of existing laws or regulations, could have a material adverse effect on a client's project investment and thus on the ability to meet its investment objectives. Such changes could necessitate the creation of new business models and the restructuring of investments to satisfy regulatory requirements, which may be costly and/or time-consuming or may result in a disposition of the investment, which could subject the client to loss. In addition, failure to obtain, or a delay in obtaining, relevant permits or approvals could hinder construction or operation and could result in fines or additional costs for the project entity, which could have a material adverse effect on the client. These factors may reduce returns to clients.

### **Operational and Technical Risks**

Investments in infrastructure assets may be subject to operating and technical risks, including the risk of mechanical breakdown, spare parts shortages, failure to perform according to design specifications, labor strikes, labor disputes, work stoppages and other work interruptions, and other unanticipated events which adversely affect operations. While the Adviser will seek investments in which creditworthy and appropriately

bonded and insured third parties bear much of these risks, there can be no assurance that any or all such risk can be mitigated or that such parties, if present, will perform their obligations or that insurance will be available on commercially reasonable terms. An operating failure may lead to loss of a license, concession or contract on which a project investment is dependent. In addition, the long-term profitability of infrastructure assets is partly dependent upon the efficient operation and maintenance of the assets. Inefficient operations and maintenance, or limitations in the skills, experience or resources of operating companies may reduce returns to clients. While the Adviser may seek to influence the strategic management of such companies, it is not expected that it will be in a position to control outcomes, and as a result, the operational capacity of company management within project investments may impact the value or returns for clients.

### **Unforeseen Events Risk**

The use of infrastructure assets may be interrupted or otherwise affected by a variety of events outside the Adviser's control, including serious traffic accidents, natural disasters (such as fire, floods, earthquakes and typhoons), man-made disasters (including terrorism), defective design and construction, slope failure, bridge and tunnel collapse, road subsidence, toll rates, fuel prices, environmental legislation or regulation, general economic conditions, labor disputes and other unforeseen circumstances and incidents. Certain of these events have affected toll roads, bridges, tunnels and other infrastructure assets in the past, and if the use of the infrastructure assets operated by project investments is interrupted in whole or in part for any period as a result of any such events, the revenues of such project investments could be reduced, the costs of maintenance or restoration may increase, and the overall public confidence in such infrastructure assets could be reduced. There can be no assurance that such project investments' insurance would cover liabilities resulting from claims relating to the design, construction, maintenance or operation of the toll roads, bridges, tunnels or other infrastructure assets, lost toll revenues or increased expenses resulting from such damage.

### **Environmental Risks**

Large-scale infrastructure projects in which clients invest will be major factors in their local environments and may have a significant impact on those environments, or be particularly susceptible to events or changes in those environments or to requirements of political or administrative authorities in respect of their environmental impact. An owner or operator of an infrastructure asset may be liable for past and future damages caused by environmental pollutants located on or emitted from or otherwise attributable to the asset, as well as for the costs of remediation and, in some circumstances, fines or other penalties. These liabilities may exceed the value of the infrastructure asset at issue and may result in claims against the owner or operator that would result in the loss of other assets of the owner or operator. While the Adviser endeavors to identify infrastructure assets that it believes do not present a material risk of such liabilities, environmental liabilities may arise as a result of a large number of factors, including changes in laws or regulations and the existence of conditions that were unknown at the time of acquisition or operation.

The operations of infrastructure investments are subject to numerous statutes, rules and regulations relating to environmental protection. There is the possibility of existing or future environmental contamination, including soil and groundwater contamination, as a result of the spillage of hazardous materials or other pollutants.

Under various environmental statutes, rules and regulations of the appropriate jurisdiction, a current or previous owner or operator of real property may be liable for non-compliance with applicable environmental and health and safety requirements and for the costs of investigation, monitoring, removal or remediation of hazardous materials. These laws often impose liability whether or not the owner or operator knew of, or was responsible for, the presence of hazardous materials. The presence of these hazardous materials on a property could also result in personal injury, property damage or similar claims by private parties.

Persons who arrange for the disposal or treatment of hazardous materials may also be liable for the costs of removal or remediation of those materials at the disposal or treatment facility, whether or not that facility is or ever was owned or operated by that person.

Any liability of project investments resulting from non-compliance or other claims relating to environmental matters could have a material adverse effect on the value of a client's investment in such project investments.

### **Demand, Usage and Patronage Risks**

Even though the Adviser targets assets with lower demand, usage and patronage risks, the Adviser may not be able to eliminate these risks to client's investments. To the extent that the Adviser's assumptions regarding the demand, usage and patronage of assets prove incorrect, a client's financial returns could be adversely affected.



Some of the client's investments may be subject to seasonal variations, including greater revenues and profitability during different seasons of the year. Accordingly, the operating results for any particular investment in any particular quarter may not be indicative of the results that can be expected for that investment throughout the year.

### **Catastrophic and Force Majeure Events**

Infrastructure investments may be subject to catastrophic events and other force majeure events, in the construction, technical and operational phases, such as fires, earthquakes, adverse weather conditions, changes in law, eminent domain, war, riots, terrorist attacks and similar risks, which may be uninsurable or insurable at rates that the Adviser deems uneconomic. These events could result in the partial or total loss of an investment, significant down time resulting in lost revenues, and injury or loss of life, as well as litigation related thereto, among other potentially detrimental effects.

### **Documentation and Other Legal Risks**

Infrastructure investments are often governed by a complex series of legal documents. As a result, the risks of a dispute over interpretation or enforceability of the documentation and consequent costs and delays may be higher than for other investments.

Other legal risks relate to actions by special interest groups and other actions and/or litigation relating to the acquisition, ownership and disposition of an investment that may adversely affect operations of an investment or the value thereof.

### **Certain Considerations Related to Public Infrastructure**

*Strategic Asset Risks.* A client's project company may control public infrastructure investments that constitute significant strategic value to public or governmental bodies. Strategic assets are assets that have a national or regional profile, and may have monopolistic characteristics. The very nature of these assets could generate additional risks not common in other industry sectors. Given the national or regional profile and/or their irreplaceable nature, strategic assets may constitute a higher risk target for terrorist acts or political actions. Given the essential nature of the services provided by public infrastructure assets, there is also a higher probability that the services provided by such assets will be in constant demand. Should an owner of such assets fail to make such services available, users of such services may incur significant damage and may, due to the characteristics of the strategic assets, be unable to replace the supply or mitigate any such damage, which could result in loss from third-party claims or potential regulation.

*Regulatory Matters.* Many of the Adviser's targeted public infrastructure investments are, and its future businesses and investments may be, subject to substantial regulation by governmental agencies at multiple levels of government. In addition, their operations do and may rely on government permits, licenses, concessions, leases or contracts that are generally very complex and may result in a dispute over interpretation or enforceability. If a portfolio project fails to comply with these regulations or contractual obligations, a client could be subject to monetary penalties or it may lose its rights to operate the affected investment, or both. Further, the ability to grow or sell investments will often require the consent of numerous government regulators. These consents may be costly to seek and the Adviser may not be able to obtain them in a timely manner, if at all. Failure to obtain any required consents or delay in authorizing such approval could limit a client's ability to achieve its investment strategy.

The leases or concessions may also contain clauses more favorable to the government counterparty than a typical commercial contract. For instance, a lease or concession may enable the government to terminate the lease or concession in certain circumstances without requiring it to pay adequate compensation. These contracts may also have changes-of-control provisions, which could require approval as to composition of the project company's investors and changes therein. In addition, government counterparties also may have the discretion to change or increase regulation of an investment's operations, or implement laws or regulations affecting an investment's operations, separate from any contractual rights they may have. Governments have considerable discretion in implementing regulations that could impact these businesses, and because infrastructure assets provide basic, everyday services, and face limited competition, governments may be influenced by political considerations and may make decisions that adversely affect a client's investments.

## **Item 9 – Disciplinary Information**

There are no legal or disciplinary events that are material to a Client's or prospective Client's evaluation of Hastings USA's advisory business or the integrity of its management.

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

### **A. Broker-Dealer Activity**

Neither the Adviser nor any of its management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

### **B. Futures**

Neither the Adviser nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

### **C. Financial Industry Affiliates**

The Adviser's ultimate parent entity, Westpac, operates a New York branch, which is subject to regulation under the U.S. Bank Holding Company Act of 1956. The Fund does not have any dealings with Westpac, however if it were to, the Conflict of Interest process as stipulated in the Fund's limited partnership agreement, would apply. This process would require any transactions with a value greater than \$100,000 between the Fund and Westpac to be approved by the Fund's investor advisory committee. Transactions less than \$100,000 would be required to be reported to the investor advisory committee.

The Adviser's Other Clients have dealings with Westpac including loans and derivatives. Such transactions are subject to the Other Clients' governance approvals and are not at the discretion of the Adviser. Prior to entering into a related party transaction on behalf of the Other Clients, the Adviser must seek the approval of the Other Clients.

### **D. Other Investment Advisers**

The Adviser does not recommend or select other investment advisers for its Clients.

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

The Adviser has adopted a Code of Ethics (the "Code") pursuant to Rule 204A-1 under the Advisers Act that applies to all of the Adviser's employees, officers, directors, general partners, managers, principals, associates, consultants, committee members and other individuals as may be determined by the Chief Compliance Officer (collectively, "Covered Persons"). The Adviser's Code requires all Covered Persons to put the interests of Adviser's Clients before their own personal interests, to act honestly and fairly in all respects in their dealings with Clients, and to comply with all applicable federal securities laws.

The Code is based on the principle that the Adviser owes a fiduciary duty to its Clients, which includes a duty of care, loyalty and good faith owed to the Clients.

In order to achieve a commonality of interests with Clients, the Adviser pays strict attention to potential conflicts and avoids them if possible. However, if the Adviser cannot avoid such conflicts, it follows the contractual provisions relevant to any such Client, which requires disclosure to affected Clients. As expressed in the Adviser's Code, the Adviser shall endeavour to not put its own respective interests ahead of its Clients' interests and to not intentionally favour one Client or group of Clients over another.

Under the Code, all Covered Persons are expected to conduct themselves in all circumstances in accordance with the following general guiding principles:

- A Covered Person must at all times place the interests of Clients before his/her own interests.
- A Covered Person must conduct all of his/her personal investment transactions in a manner consistent with the Code so as to avoid any actual or potential conflict of interest or any abuse of position of trust and responsibility.
- A Covered Person should adhere to the fundamental standard that investment advisory personnel should not take inappropriate advantage of their positions for their personal benefit.

No Covered Person may purchase or sell, directly or indirectly, for his or her own account, or any account in which he or she may have a beneficial interest, any security (or related option or warrant) issued by a company that to his or her knowledge the Adviser or any Client is negotiating with, or may negotiate with, in connection with a proposed project.

The Code contains provisions requiring the reporting of securities holdings and transactions to the Chief Compliance Officer. These requirements generally apply to all Covered Persons who have: (a) has access to (i) non-public information regarding any Client's purchase or sale of securities or (ii) non-public information about the portfolio holdings of any Client, or (b) is involved in making securities recommendations for Clients or has access to such recommendations that are non-public.

No Covered Person may purchase or sell, directly or indirectly, for his or her own account or for any account in which he or she may have a beneficial interest, any security that is subject to a firm-wide restriction because of either the firm or the Covered Person having possession of material non-public information

A Covered Person must obtain the prior written approval of the CCO before engaging in any transaction in his or her personal account in any securities that appear on the Adviser's Restricted List or Watch List. The CCO may approve the transaction if the CCO concludes that the transaction would comply with the provisions of this Code and is not likely to have any adverse economic impact on Clients.

Neither the Adviser nor its related persons buys or sells, for Client accounts, securities in which the Adviser or its related persons have a material financial interest. The Adviser generally does not engage in principal transactions with Client accounts, but if it were to do so, it will follow its policies and procedures for ensuring that Clients are provided with proper prior notice and an opportunity to consent/object to any such transactions in compliance with Advisers Act Section 206(3). Neither the Adviser nor its related persons invests in the same securities or related securities (e.g. warrants, options or futures) that the Adviser or its related persons recommends to Clients. Neither the Adviser nor its related persons recommends securities to Clients, or buys or sells securities for Client accounts, at or about the same time that the Adviser or its related persons buys or sells the same securities for its own (or the related person's own) account.

Clients or prospective Clients may obtain a copy of the Adviser's Code of Ethics by contacting Cameron Price by email at [cameron.price@hfm.com.au](mailto:cameron.price@hfm.com.au), or by telephone at 212-551-1810.

## **Item 12 – Brokerage Practices**

The investment strategy employed by the Adviser focuses on investments in infrastructure projects, the ownership of which is structured as privately placed securities. As such, the Adviser generally will not effect transactions in publicly traded securities for the Clients' accounts, and the Adviser endeavours to minimize the use of broker-dealers to execute transactions.

If a broker-dealer is to be utilized to execute Client transactions, Hastings USA seeks to negotiate with a reputable broker, favorable commission and the best transaction costs obtainable on each transaction. In addition, brokers will be selected primarily on the basis of their execution capability and expertise consistent with the effective execution of a transaction.

A.1. Research and Other Soft Dollar Benefits. The Adviser does not receive research or other products or services other than execution from a broker-dealer or a third party in connection with Client securities transactions ("soft dollar benefits").

A.2. Brokerage for Client Referrals. The Adviser does not take into consideration, in selecting or recommending broker-dealers, whether the Adviser or any of its related persons receives Client referrals from a broker-dealer or third party.

A.3. Directed Brokerage. The Adviser does not engage in directed brokerage arrangements with or for Clients.

### **Item 13 – Review of Accounts**

The Adviser's accounting and operations team reviews Client accounts on a monthly basis. The Adviser's Chief Compliance Officer is responsible for conducting monthly and annual reviews.

#### **Fund**

The Adviser reviews the capital accounts of all ZHIP limited partners on a monthly basis, and sends each ZHIP limited partner a written report regarding its account on a quarterly basis, pursuant to the terms of the Fund's governing documentation. This typically includes a quarterly report within forty-five days following each quarter as well as audited financial statements within sixty days after the fiscal year end.

The quarterly reports provided to Fund investors include:

- the assets and liabilities of the Fund as of the end of such fiscal year or quarter
- the net profit or net loss of the Fund for such fiscal year or quarter
- the net asset value of the Fund as of the end of such fiscal year or quarter
- such investor's closing capital account balance as of the end of such fiscal quarter
- the calculation of the Base Advisory Fee payable to the Adviser for such fiscal year or quarter; and
- in the case of a fiscal year only, the calculation of the incentive fee allocable to the Adviser's affiliates for such fiscal year.

#### **Other Clients**

With respect to Other Clients, the Adviser reviews the capital accounts of investors on a monthly basis and provides them with written reports on a monthly basis.

Valuation of the underlying assets owned by the Fund and the Other Client accounts is done on a semi-annual basis by an independent third-party that sends reports to investors in the Other Clients.

Additional financial information is provided to Fund investors and investors in the Other Clients (and their agents) as requested.

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

The Adviser does not receive any economic benefits from non-Clients in connection with the investment advisory services that it provides to its Clients. The Adviser does not compensate persons who are not supervised persons of the Adviser, directly or indirectly, for Client referrals.

**Item 15 – Custody**

HFM maintains custody and provides monthly statements for Clients' assets. Clients do not receive account statements from any qualified custodians.

**Item 16 – Investment Discretion**

If a Client is engaged in Discretionary account, the Adviser has the authority to determine the securities or interests and the amount thereof to be bought or sold on behalf of a Client. However, such authority is dependent upon (i) the terms in the Fund's limited partnership agreement (where upon authority is vested in the Fund's General Partner), or (ii) Other Clients approval procedures.

**Item 17 – Voting Client Securities**

The Adviser has implemented proxy voting policies and procedures that are designed to ensure that Hastings USA votes proxies in the best interest of its Clients and addresses how the Adviser will resolve any conflict of interest that may arise when voting proxies.

Clients generally grant the Adviser the exclusive right to vote proxies on their behalf in the investment advisory contracts. To the extent that any Advisory Clients decide to retain proxy voting authority if they so desire or have specific instructions with respect to proxy voting, this shall be documented in the investment advisory contract between the Adviser and the Client. In the unlikely event that a potential conflict does arise between the interests of the Adviser and/or its personnel and Clients, the Adviser shall implement the following procedures. If the perceived conflict of interest involves the Adviser, the Adviser's Chief Compliance Officer will determine if the conflict is material. If it is determined that the conflict is material, the Adviser will have no further input on the particular proxy vote. In this case, the Adviser will cause the proxies to be "mirror voted" in the same proportion as the votes of other proxy holders whose shares are not held in Client accounts. In the event that the Adviser determines it has an actual or potential conflict of interest, it will document it and ensure that such conflict is appropriately avoided, managed and/or disclosed.

Clients or prospective Clients may obtain a copy of the Adviser's proxy voting policies and procedures by contacting Cameron Price by email at [cameron.price@hfm.com.au](mailto:cameron.price@hfm.com.au), or by telephone at 212-551-1810.

**Item 18 – Financial Information**

Not applicable.