

**INVESTMENT ADVISER BROCHURE
PART 2A OF FORM ADV**



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This Investment Adviser Brochure (“Brochure”) provides information about the qualifications and business practices of Energy Capital Partners Management, LP. If you have any questions about the contents of this Brochure, please contact us at (973) 671-6100 or compliance@ecpartners.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state authority.

Energy Capital Partners Management, LP is an investment adviser registered with the SEC under the Investment Advisers Act of 1940, as amended (the “Advisers Act”). However, such registration does not imply a certain level of skill or training.

Additional information regarding Energy Capital Partners Management, LP is also available on the SEC’s website at www.adviserinfo.sec.gov.

ITEM 2 **MATERIAL CHANGES**

Energy Capital Partners Management, LP (“ECP Management”) is updating the Brochure, previously dated March 28, 2013, to (i) reflect the fundraising launch of Energy Capital Partners III, LP and its parallel funds (“Fund III”), and (ii) set forth a description of the terms and conditions that are unique to Fund III.

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ITEM 4 **ADVISORY BUSINESS**

ECP Fund Managers

ECP Management is a Delaware limited partnership and registered investment adviser that began operations in April 2005. ECP Management and its affiliated registered investment advisers (each named in Item 10 “*Other Financial Industry Activities and Affiliations*” below, together with ECP Management, the “Advisers” and, collectively, with their affiliated entities, “Energy Capital”) provide investment advisory services to Energy Capital’s private fund clients. Each Adviser is registered as an investment adviser in accordance with SEC guidance under the Advisers Act.

The Advisers’ clients include Fund I (defined below), Fund II (defined below), Fund III (defined below) and the Mezzanine Fund (defined below, together with Fund I, Fund II, Fund III, each a “Fund” and, collectively, the “Funds” and, together with any future private fund client managed by the Advisers or their affiliates, the “ECP Advised Funds”). The Advisers are generally operated as a single advisory business and are managed by a board of managers whose members are Douglas Kimmelman, Peter Labbat, Thomas Lane, Tyler Reeder and Andrew Singer. ECP Management’s principal owner is Mr. Kimmelman.

The Advisers’ investment advisory services to the ECP Advised Funds include sourcing, evaluating, negotiating, overseeing, managing and disposing of investments in the energy industry. Energy Capital tailors its advisory services in accordance with each Fund’s investment strategy as disclosed in such Fund’s offering documents. Further specific details of the Advisers’ advisory services are set forth in an ECP Advised Fund’s respective private placement memoranda, management agreements and partnership agreements and are further described below in Item 8, “*Methods of Analysis, Investment Strategies and Risk of Loss.*”

Additionally, from time to time, the Advisers may provide certain investors or other persons the opportunity to participate in co-invest vehicles that will invest in certain portfolio companies alongside a Fund. Such co-invest vehicles typically invest and dispose of their investments in the applicable portfolio company at the same time and on the same terms as the Fund making the investment. However, from time to time, for strategic and other reasons, a co-invest vehicle may purchase a portion of an investment from a Fund. The co-invest buy-down generally occurs shortly after the Fund’s completion of the investment to avoid any changes in valuation of the investment. The co-invest vehicle may be charged interest on its buy-downs to compensate the Fund for the holding period.

ECP Advised Funds

As used in this Brochure, Fund I consists of the entities listed below along with any related parallel vehicles, feeder vehicles, alternative investment vehicles, co-invest vehicles and other special purpose entities formed to invest alongside the main funds listed below (collectively, “Fund I”).

- Energy Capital Partners I, LP

- Energy Capital Partners I-A, LP
- Energy Capital Partners I (TE), LP
- Energy Capital Partners I (Cayman), LP

As used in this Brochure, Fund II consists of the entities listed below along with any related parallel vehicles, feeder vehicles, alternative investment vehicles, co-invest vehicles and other special purpose entities formed to invest alongside the main funds listed below (collectively “Fund II”).

- Energy Capital Partners II, LP
- Energy Capital Partners II-A, LP
- Energy Capital Partners II-B, LP
- Energy Capital Partners II-C, LP
- Energy Capital Partners II-D, LP

As used in this Brochure, Fund III consists of the entities listed below along with any related parallel vehicles, feeder vehicles, alternative investment vehicles, co-invest vehicles and other special purpose entities formed to invest alongside the main funds listed below (collectively “Fund III” and, together with Fund I and Fund II, the “Equity Funds”).

- Energy Capital Partners III, LP
- Energy Capital Partners III-A, LP
- Energy Capital Partners III-B, LP
- Energy Capital Partners III-C, LP
- Energy Capital Partners III-D, LP

As used in this Brochure, the Mezzanine Fund consists of the entities listed below along with any related parallel vehicles, feeder vehicles, alternative investment vehicles, co-invest vehicles and other special purpose entities formed to invest alongside the main funds listed below (collectively, the “Mezzanine Fund”).

- Energy Capital Partners Mezzanine Opportunities Fund, LP
- Energy Capital Partners Mezzanine Opportunities Fund A, LP
- Energy Capital Partners Mezzanine Opportunities Fund B, LP
- Energy Capital Partners Mezzanine Opportunities Fund Offshore Feeder, LP

Investors in the ECP Advised Funds participate in the overall investment program for the applicable Fund, but may be excused from a particular investment due to legal, regulatory or other applicable constraints. The Advisers may enter and have entered into side letters or other similar agreements with certain investors that have the effect of establishing rights under, supplementing or altering a Fund’s partnership agreement or an investor’s subscription agreement.

As of September 30, 2013, the Advisers managed approximately \$8,695,849,925.00 in client assets on a discretionary basis and \$262,093,404.00 in client assets on a non-discretionary basis.

ITEM 5 **FEES AND COMPENSATION**

As detailed below, the Advisers may receive management fees and carried interest in connection with providing investment advisory services to the ECP Advised Funds. Generally, investors in an ECP Advised Fund pay management fees quarterly in advance until the termination of the respective Fund. Investors in the Funds also bear certain Fund expenses as further described below. Except as otherwise described in the applicable partnership agreement, expenses, investment advisory and other fees are expected to be paid over the term of the applicable ECP Advised Fund and investors generally are not permitted to withdraw or redeem interests in such ECP Advised Fund. Installments of the management fee payable for any period other than a full quarterly period generally are adjusted on a *pro rata* basis according to the actual number of days in such period.

With respect to co-invest vehicles, any fees received by an Adviser are generally negotiated on a vehicle-by-vehicle basis, but may include commitment-based fees, performance-based fees or allocations, expense reimbursements or other administrative fees similar to those described below relating to the Funds.

The Advisers may exempt principals, employees, senior advisors, certain service providers and certain executive management members of portfolio companies from and reduce large investors' payment of all or a portion of management fees and/or carried interest. For example, Energy Capital's principals, employees, senior advisors, certain service providers and certain executive management members of portfolio companies are not subject to management fees or carried interest on their direct or indirect investment in one or more of the ECP Advised Funds. Additionally, the Advisers have and in the future may form co-invest vehicles that are not subject to management fees or carried interest. The Advisers also have and in the future may reduce management fees and/or carried interest for certain large investors through side letter arrangements.

After payment of all overhead and expenses, principals, other employees and senior advisors of Energy Capital will receive residual portions of the management fee, carried interest or other compensation received by ECP Management or the other Advisers.

As permitted under the respective partnership agreement, the Advisers may waive a portion of the management fee. Any such waived portion of the management fee reduces the amount of capital the Advisers would otherwise be required to contribute to the respective Fund. Upon a waiver, the investors in a Fund are then required to make a *pro rata* contribution according to their respective commitments to fund any such waived management fee that the Advisers elect to treat as a contribution and, as a result, the exercise of such waiver may result in an acceleration of investor capital contributions.

Further specific details of management fees, performance-based fees or allocations, fund expenses and fee waivers are set forth in an ECP Advised Fund's respective private placement memoranda and partnership agreements.

Management Fee

Equity Funds

Except as noted above, during an Equity Fund's commitment period, such Equity Fund pays an annual management fee of up to 1.75% of aggregate investor capital commitments. After the commitment period expires (or upon the occurrence of certain other events set forth in each Fund's partnership agreement, such as raising a successor fund of a certain size), an Equity Fund's management fee is typically reduced and following expiration of the commitment period paid only on remaining invested capital net of any investment with a fair market value of zero with respect to Fund I, twenty percent or less with respect to Fund II and ten percent or less with respect to Fund III. Investors who participated in a closing of an Equity Fund after the initial closing of such Fund are still responsible for payment of the management fee from the initial closing date.

Mezzanine Fund

During the commitment period, the Mezzanine Fund pays an annual management fee equal to the sum of (i) 0.75% of aggregate investor capital commitments, and (ii) 0.75% of the aggregate amount of investor capital contributions in respect of the investments held by the Mezzanine Fund. Upon the Mezzanine Fund being fully invested or expiration of its commitment period, the management fee paid by the Mezzanine Fund will be reduced and paid only in respect of the investments held by the Mezzanine Fund net of any investment with a fair market value of zero. Investors who participated in a closing of the Mezzanine Fund after January 1, 2012 were responsible for payment of the management fee from such date.

Performance-Based Fees

Distributions to investors in a Fund may be subject to carried interest or other profit-based allocations for the benefit of an Adviser. Generally, this carried interest represents a share of distributions made in excess of invested capital and allocable fees and expenses. Carried interest allocations do not exceed 20% of profits and are generally subject to investor preferred return hurdles, general partner catch-ups and Adviser giveback obligations. The ECP Advised Funds employ a "European-style" carried interest structure where a Fund returns all called capital (including capital called for fees and expenses) plus a preferred return to investors before an Adviser receives a carried interest distribution.

Other Fees

To the extent that an Adviser is entitled to receive fees from a Fund's portfolio company (e.g., break-up fees, director's fees and transaction fees), for Fund I and Fund II, eighty percent of such fees offset the management fees otherwise payable to the applicable Adviser in accordance with the partnership agreement of such Fund and, for the Mezzanine Fund and Fund III, one hundred percent of such fees offset the management fees otherwise payable to the applicable Adviser in accordance with the partnership agreements of such Fund. Although the Advisers usually do not charge a transaction fee on every investment transaction, from time to time an Adviser may receive transaction fees with respect to certain portfolio company transactions.

An Adviser may have a conflict of interest to the extent, for example, it is incentivized to make an investment to earn a transaction fee or perform a service to a particular portfolio company to earn a director or monitoring fee. However, the Advisers believe that this potential conflict of interest is mitigated by the management fee offset mechanic described above and the substantial equity commitment by the Advisers and their principals in each of the Funds.

Expenses

Each Fund generally bears organizational expenses, including any legal, accounting, regulatory and other similar expenses, subject to a cap set forth in the Fund's respective partnership agreement. To the extent a Fund pays any organizational expenses in excess of such cap or, with respect to Fund II, Fund III and the Mezzanine Fund, pays any placement fees in connection with the organization or funding of a Fund, such amounts offset dollar-for-dollar the management fee paid to the applicable Adviser.

Generally, each Fund also bears ongoing and investment expenses to the extent not paid by portfolio companies, including broken deal, legal, accounting, investment banking, consulting, research, brokerage, custody, transfer, registration, insurance, limited partner advisory committee, interest, taxes, investment related travel costs, interest on fees and expenses arising out of all borrowings made by such Fund, extraordinary expense and other similar fees and expenses. The Funds are not responsible, however, for the Advisers' expenses in connection with maintaining and operating their offices and certain other aspects of their advisory business (e.g., expenses for employee compensation, rent, utilities general office expenses, ongoing publication and research subscriptions, conference registration and related travel expenses, Adviser accounting expenses, IT services and senior advisor fees). Brokerage fees may be incurred in accordance with the practices set forth in Item 12 below, "*Brokerage Practices*."

ITEM 6 **PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

As described in Item 5 "*Fees and Compensation*" above, certain Advisers may receive a carried interest allocation on realized profits in a Fund. Except for certain co-invest vehicles, the Advisers do not advise ECP Advised Funds not subject to a carried interest, however the Advisers may waive carried interest with respect to certain persons as described above.

In allocating investments, the Advisers may have incentives to favor Funds with higher potential for carried interest over Funds with lower potential for carried interest. As described in more detail below, the Advisers have adopted allocation policies designed to treat all Funds fairly and equitably in accordance with the applicable partnership agreements.

ITEM 7 **TYPES OF CLIENTS**

The Advisers' clients are the ECP Advised Funds. The ECP Advised Funds may include investment partnerships or other pooled investment vehicles formed under domestic or foreign laws and operated as exempt investment pools under the Investment Company Act of 1940, as

amended. The investors participating in ECP Advised Funds may include individuals, banks or thrift institutions, sovereign wealth funds, pension and profit-sharing plans, trusts, estates, charitable organizations or other corporations or business entities and also may include, directly or indirectly, principals or other employees of the Advisers.

Typically, the ECP Advised Funds require minimum investment amounts ranging from \$5 million to \$25 million, but such amounts may be and have been reduced with the prior agreement of an Adviser, subject to applicable legal requirements.

Fund interests are offered and sold generally to investors that are (i) “accredited investors” as defined under Regulation D of the Securities Act of 1933, as amended and (ii) “qualified clients” as defined under the Advisers Act or other “knowledgeable employees” of the Advisers.

ITEM 8 **METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

The Advisers provide day-to-day investment advisory services to the Funds. The following is a summary of the investment strategies and methods of analysis generally used by Energy Capital on behalf of its Equity Funds and Mezzanine Fund. More detailed descriptions of the Funds’ investment strategies and methods of analysis are included in the applicable private offering materials and governing documents for each Fund. There can be no assurance that Energy Capital will achieve the investment objectives of each Fund and a loss of investment is possible.

The Equity Funds

Investment Strategy

In the Equity Funds, Energy Capital intends to utilize a disciplined investment approach focused on acquiring and developing controlling interests in high quality assets, contracts and businesses in power, midstream oil and gas, and related businesses. Specifically, Energy Capital intends to focus on the following sub-sectors of energy, with the notable exclusion of oil and gas exploration and production:

- Fossil power generation
- Renewable power generation
- Midstream oil and gas pipeline, storage, processing and related fee based asset systems
- Energy related environmental infrastructure assets and services
- Electric transmission
- Energy services and construction businesses

ECP expects to focus the Equity Funds’ investment efforts primarily on control opportunities in the North American marketplace where it will enable the Advisers to optimize financing and risk management structures, operations and contracts, capacity arrangements, fuel purchasing or

switching capabilities, expansion opportunities, exit strategies, recapitalizations and other value creation strategies. Also, such control is expected to allow the Advisers to take advantage of their expertise in ensuring that qualified and properly motivated management is in place at the portfolio companies to operate such assets.

Method of Analysis

The review and diligence effort for each potential transaction will be led by an Energy Capital principal and involve other senior team members as appropriate. The Energy Capital principal will be supported by a full team of Energy Capital investment professionals who may further retain outside experts, including legal, environmental, regulatory, and engineering specialists to supplement the internal diligence effort. Prior to an acquisition, the Advisers typically perform comprehensive due diligence on investment opportunities that appear to have a high likelihood of closing. Due diligence efforts may include site visits, meetings with key management and operations personnel, in-depth market analysis, risk comparisons to other project types, technology assessments, legal and historical financial reviews, and environmental and operations assessments. Additionally, the team will analyze the financial returns of a potential investment under various scenarios and stress tests. Prior to the submission of any binding offer, and earlier as appropriate, transactions will be presented to Energy Capital's investment committee for evaluation. Investments have been and will continue to be evaluated based upon a number of criteria, including:

- Asset quality and location
- Capability of the management team
- Potential for value enhancement
- Ability to manage commodity price risk
- Ability to finance the asset
- Environmental and regulatory risks
- Potential competition to acquire the asset
- Probability of closing
- Contribution to the diversity of the Funds' exposures
- Diversity of exit opportunities
- Consistency with Energy Capital's Environmental, Social and Governance Policy
- Expected return on investment in relation to target returns
- Distribution of possible return outcomes in relation to target returns

Specific Plan for Value Creation

Energy Capital is a value-add, hands-on investor. Energy Capital's investment professionals work closely with management teams to seek to enhance the value of the Firm's assets and businesses by:

- Actively managing assets and businesses in conjunction with management teams to reduce costs, improve efficiencies and expand revenue opportunities;
- Structuring and restructuring contractual arrangements related to equipment purchases, engineering and design services, fuel purchases and energy output sales;

- Monetizing optionality and differing revenue streams embedded in assets and contracts;
- Expanding asset capacity where economically justified;
- Pursuing new build development activity while mitigating early stage development risk, including working with capital constrained developers of attractive projects;
- Combining asset investments into operating companies to continue to create going-concern value and companies with critical mass and diversity, thereby increasing potential exit opportunities;
- Building management teams and portfolio companies to continue to pursue new growth areas in sectors of energy where Energy Capital has been an active investor and in new related energy sub-sectors where attractive investment opportunities become apparent during the investment period; and
- Optimizing the project and corporate capital structures of its investments.

The Mezzanine Fund

Investment Strategy

In the Mezzanine Fund, Energy Capital intends to focus on mezzanine investments predominantly in the North American marketplace across the entire energy value chain inclusive of fossil and renewable power generation, electric transmission, midstream oil and natural gas, energy efficiency and conservation, environmental, and oil and natural gas exploration and production. Energy Capital intends to have limited control rights over day-to-day operations of the businesses in exchange for priority repayment ahead of most equity distributions. The Mezzanine Fund expects to incorporate covenants to protect its collateral interests including, but not limited to, covenants regarding asset sales, insurance and incurrence of debt or other secured and unsecured obligations.

Method of Analysis

The review and diligence effort for each potential transaction will be led by the mezzanine team and involve other Energy Capital team members as appropriate. While some of the third party reports and analysis will be prepared by the equity owners as part of the financing process, the Mezzanine Fund will retain its own outside experts, including legal, environmental, regulatory, and engineering specialists to supplement the internal diligence effort. Prior to an investment, the Advisers typically perform comprehensive due diligence on attractive investment opportunities that appear to have a high likelihood of closing. Due diligence efforts may include in-depth market analysis (including forecasts for planned generation, transmission, fuel capacity, and reserves potential, as well as forecasted demand and customer usage), risk comparisons to other project types, technology assessments, legal and historical financial reviews, and environmental and operations assessments. Additionally, the team will analyze the financial returns of a potential investment under various scenarios and stress tests. Prior to the submission of any binding financing proposal, transactions will be presented to the Mezzanine Fund's investment committee for evaluation. Projects will be evaluated based upon a number of criteria, including:

- Asset quality and location
- Ability to manage or monetize commodity price risk
- Capability of the management team
- Quality and track record of the equity behind the project
- Underlying credit quality and cash flow profile
- Environmental and regulatory risks
- Expected return on investment in relation to target returns
- Distribution of possible return outcomes in relation to target returns
- Possible exit scenarios
- Potential competition to finance the asset
- Probability of closing
- Diversity of existing investments

Specific Plan for Value Creation

Prior to completing an investment, Energy Capital will consider and evaluate ways to create value related to the new transaction. Value creation will focus on a number of specific areas, including:

1. Developing a dialogue with the equity owners to assist on strategic initiatives for the asset or platform
2. Creating a return structure with equity components that are customized for each investment to enable upside sharing that is consistent with the objectives of the equity owners
3. Devising a plan to engage and advise on business milestones and critical strategic decisions
4. Customizing mezzanine terms consistent with development timelines by balancing current income with total return targets
5. Seeking longer call protection and/or attractive make whole provisions consistent with longer investment cycles prevalent in the energy sector
6. Monetizing or hedging any commodity price risk that may be part of the upside in a given investment

Risks of Investment

Each Fund and its investors bear the risk of loss that the Advisers' investment strategy entails. The discussion below enumerates certain risk factors that apply generally to an investment in an ECP Advised Fund. Prior to making any investment in an ECP Advised Fund, investors should review the applicable Fund's private placement memorandum for additional information regarding risks and conflicts of interest specific to each Fund.

General Risks

Business Risks; Investment in Junior Securities. The Funds' investment portfolio will consist primarily of securities issued by privately held companies, and operating results in a specified period will be difficult to predict. Generally, there will be no readily available market for a substantial number of the Funds' investments, and hence, most of the Funds' investments

will be difficult to value. Also, securities in which the Funds will invest may be among the most junior in a portfolio company's capital structure and, thus, subject to the greatest risk of loss. In general, there will be no collateral to protect an investment once made. The Funds' investments involve a high degree of business and financial risk that can result in substantial losses. While the Advisers intend for the Funds to make investments that have estimated returns commensurate with the risks undertaken, there can be no assurances that any targeted internal rate of return will be achieved. On any given investment, loss of principal is possible.

Concentration of Investments. The Funds will participate in a limited number of investments and intend to make most of their investments in one industry or one industry segment. As a result, the Funds' investment portfolio could become highly concentrated, and the performance of a few holdings may substantially affect their aggregate return. Furthermore, to the extent that the capital raised is less than the targeted amount, the Funds may invest in fewer portfolio companies and thus be less diversified.

Lack of Sufficient Investment Opportunities. The business of identifying and structuring private equity and mezzanine transactions is highly competitive and involves a high degree of uncertainty. It is possible that the Funds will never be fully invested if enough sufficiently attractive investments are not identified. However, limited partners will be required to pay annual management fees during the commitment period based on the entire amount of their commitments.

Illiquidity; Lack of Current Distributions. An investment in the Funds should be viewed as illiquid. It is uncertain as to when profits, if any, will be realized. Losses on unsuccessful investments may be realized before gains on successful investments are realized. The return of capital and the realization of gains, if any, generally will occur only upon the partial or complete disposition of an investment. While an investment may be sold at any time, it is not generally expected that this will occur for a number of years after the initial investment. Before such time, there may be no current return on the investment. Furthermore, the expenses of operating the Funds (including the annual management fee payable to an Adviser) may exceed their income, thereby requiring that the difference be paid from the Funds' capital, including, without limitation, unfunded capital commitments.

Leveraged Investments. The Funds may make use of leverage by incurring or having a portfolio company incur debt to finance a portion of their investment in a given portfolio company or project. Leverage can magnify both the Funds' opportunities for gain and their risk of loss from a particular investment. The cost and availability of leverage is highly dependent on the state of the broader credit markets, which state is difficult to accurately forecast, and at times it may be difficult to obtain or maintain the desired degree of leverage. The use of leverage at the Funds' level will also result in interest expense and other costs to the Funds that may not be covered by distributions made to the Funds or appreciation of their investments. Leverage at the portfolio company or project level often imposes restrictive financial and operating covenants, in addition to the burden of debt service, and may impair the ability to finance future operations and capital needs. The leveraged capital structure of portfolio companies and projects will increase the exposure of the Funds' investments to any deterioration in a company's condition or industry, competitive pressures, an adverse economic environment or rising interest rates and could accelerate and magnify declines in the value of the Funds' investments in the leveraged

portfolio companies and projects in a down market. In the event any portfolio company or project cannot generate adequate cash flow to meet debt service, the Funds may suffer a partial or total loss of capital invested, which could adversely affect the returns of the Funds. Furthermore, should the credit markets be tight at the time the Funds determine that it is desirable to sell all or a part of a portfolio company, the Funds may not achieve an exit multiple or enterprise valuation consistent with their forecasts. Moreover, the companies and projects in which the Funds will invest may not be rated by a credit agency.

The Funds may make contingent funding commitments to its portfolio companies and provide credit support for such obligations. Such credit support may take the form of a guarantee, a letter of credit or a pledge of a portion of the Funds' capital commitments to a lender. Such funding commitments may be secured by an assignment of an Adviser's rights to draw down capital from the limited partners. It is possible that the limited partners will be required to acknowledge and consent to any such pledge and provide certain information and/or legal opinions as required by the lender. An Adviser may be required to segregate unfunded commitments sufficient to satisfy the Funds' obligations with respect to any such credit support. Utilization of the credit support will result in fees, expenses and interest costs to the Funds, and may result in an underutilization of the Funds' capital. In the event that one or more limited partners fail to satisfy a drawdown or otherwise default on their contribution obligations pursuant to any such credit support, such amount would be drawn from non-defaulting limited partners.

Distributions in Kind. Although the Funds intend to make distributions in cash under normal circumstances, it is possible that under certain circumstances (including the liquidation of the Funds) distributions may be made in kind and could consist of assets or securities for which there is no readily available public market.

Reliance on the Advisers and Portfolio Company Management. Control over the operation of the Funds will be vested entirely with the Advisers, and the Funds' future profitability will depend largely upon the business and investment acumen of the principals and other members of the Energy Capital team. Limited partners generally have no right or power to take part in the management of the Funds. The loss of service or reduction of service of one or more of the Energy Capital principals could have an adverse effect on the Funds' ability to realize their investment objectives. In addition, certain changes in an Adviser or circumstances relating to an Adviser may have an adverse effect on the Funds or one or more of their investments, including, without limitation, potential acceleration of Fund-level debt facilities. Although the Advisers will monitor the performance of each fund investment, it will primarily be the responsibility of each portfolio company's management team to operate the portfolio company on a day-to-day basis. Although the Funds generally intend to invest in companies with strong management or recruit strong management to such companies, there can be no assurance that the management of such companies will be able or willing to successfully operate a company in accordance with the Funds' objectives.

Projections. Projected operating results of a company or a development project in which the Funds invest may be based on financial projections prepared by such company's or project's management. In all cases, projections are only estimates of future results that are based upon information received from the company or project (as applicable) and assumptions made at the time the projections are developed. There can be no assurance that the results set forth in the

projections will be attained, and actual results may be significantly different from the projections. Also, general economic factors, which are not predictable, can have a material effect on the reliability of projections.

Conflicting Investors Interests. Limited partners may have conflicting investment, tax, and other interests with respect to an investment in a Fund, including, without limitation, conflicts relating to the structuring of investment acquisitions and dispositions. Conflicts may arise in connection with decisions made by the Advisers regarding an investment that may be more beneficial to one limited partner than another, especially with respect to tax matters. In structuring, acquiring and disposing of investments, the Advisers generally will consider the investment and tax objectives of the Funds and their investors as a whole, not the investment, tax, or other objectives of any investor individually.

Enhanced Scrutiny and Certain Effects of Potential Regulatory Changes. There has recently been significant discussion regarding enhanced governmental scrutiny and/or increased regulation of the private equity industry. There can be no assurance that any such scrutiny or regulation will not have an adverse impact on the Funds' activities, including the ability of the Funds to implement operating improvements or otherwise execute their investment strategy or achieve their investment objectives.

Additionally, there have been recent legislative proposals to treat certain income allocations to service providers by partnerships such as the Funds (including any carried interest) as ordinary income for United States federal income tax purposes. Enactment of any such legislation, whether during or after the initial closing of a Fund, could adversely affect the Advisers, employees or other individuals associated with the Funds or the Advisers who were or may in the future be granted direct or indirect interests in the Advisers entitling such persons to benefit from carried interest. This may reduce such persons' after-tax returns from the Funds and the Advisers, which could make it more difficult for the Advisers and its affiliates to incentivize, attract and retain individuals to perform services for the Funds.

Need for Follow-On Investments. Following their initial investment in a given portfolio company or project, the Funds may decide to provide additional funds to such portfolio company or project or may have the opportunity to increase their investment in a successful portfolio company or project. There is no assurance that the Funds will make follow-on investments or that the Funds will have sufficient funds to make all or any of such investments. Any decision by the Funds not to make follow-on investments or their inability to make such investments may have a substantial negative effect on a portfolio company or project in need of such an investment. Additionally, such failure to make such investments may result in a lost opportunity for the Funds to increase their participation in a successful portfolio company or project or the dilution of the Funds' ownership in a portfolio company or project if a third party invests in such portfolio company or project.

Non-United States Investments. Subject to certain restrictions, the Funds may invest in portfolio companies that are organized or have substantial sales or operations outside of the United States, its territories, and possessions. Such investments may be subject to certain additional risk due to, among other things, potentially unsettled points of applicable governing law, the risks associated with fluctuating currency exchange rates, capital repatriation regulations

(as such regulations may be given effect during the term of the Funds), the application of complex United States and non-United States tax rules to cross-border investments, possible imposition of non-United States taxes on the Funds and/or their partners with respect to the Funds' income, and possible non-United States tax return filing requirements for the Funds and/or their partners. Additional risks of non-United States investments include, without limitations: (a) economic dislocations in the host country; (b) less publicly available information; (c) less well-developed regulatory institutions; (d) greater difficulty of enforcing legal rights in a non-United States jurisdiction; (e) civil disturbances; (f) government instability; and (g) nationalization and expropriation of private assets. Moreover, non-United States companies may not be subject to uniform accounting, auditing and financial reporting standards, practices and requirements comparable to those that apply to United States companies.

Non-controlling Investments. The Funds may hold minority stakes in privately held companies. In addition, during the process of exiting investments, the Funds at times may hold minority equity stakes of any size such as might occur if portfolio holdings are taken public. As is the case with minority holdings in general, such minority stakes that the Funds may hold will have neither the control characteristics of majority stakes nor the valuation premiums accorded majority or controlling stakes.

Potential for Early-Stage and Start-Up Investments. The Funds may make investments in start-up and early-stage companies that have inherently greater risk than more established businesses. Accordingly, the growth and development of these companies may require significant time and effort resulting in a longer investment horizon than can be expected with lower risk investment alternatives. Such investments can experience failure or substantial declines in value at any stage. There is no assurance that such investments by the Funds will be successful.

Investment in Restructurings. The Funds may make investments in restructurings that involve portfolio companies or projects experiencing, or that are expected to experience, financial difficulties. Such financial difficulties may never be overcome. Such investments could subject the Funds to certain additional potential liabilities that may exceed the value of the Funds' original investment therein. For example, a lender who has inappropriately exercised control over the management and policies of a debtor may have its claims subordinated or disallowed or may be found liable for damages suffered by parties as a result of such actions. In addition, payments to the Funds and distributions by the Funds to the limited partners may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance or a preferential payment.

Bridge Financings. From time to time, the Funds may lend to portfolio companies or provide project financing on a short-term, secured or unsecured basis in anticipation of a future issuance of equity or long-term debt securities or other refinancing. Such bridge loans would typically be convertible into a more permanent, long-term security. However, for reasons not always in the Funds' control, such issuance of long-term securities or other refinancing may not occur and such bridge loans may remain outstanding. In such event, the interest rate on such loans may not adequately reflect the risk associated with the unsecured position taken by the Funds.

Co-Investment Opportunities. The Funds may co-invest with certain limited partners and/or other third parties through joint ventures or other entities. Such investments may involve risks in connection with such third-party involvement. For example, a third-party co-venturer may experience financial difficulties resulting in a negative impact on such investment or may have economic or business interests or goals that are inconsistent with those of the Funds. In addition, a third-party co-venturer may be in a position to take (or block) action in a manner contrary to the Funds' investment objectives.

Failure to Make Capital Contributions. If a limited partner defaults on its obligations to contribute capital to the Funds when due, and the contributions made by non-defaulting limited partners and borrowings by the Funds, if any, are inadequate to cover such defaulted capital contribution, the Funds may be unable to consummate an investment on a timely basis (if at all) or pay its obligations when due, and its ability to execute on its investment strategy or to otherwise continue operations may be impaired. As a result, the Funds may be subjected to significant penalties (or other adverse consequences) that could affect the returns to the limited partners (including non-defaulting limited partners) in a materially adverse manner. A default by a substantial number of limited partners would limit opportunities for investment diversification and would likely negatively affect the Funds' economic results.

Dilution. Limited partners admitted to the Funds at subsequent closings will participate in then-existing investments of the Funds, thereby diluting the interest of existing limited partners in such investments. Although any such new limited partner will be required to contribute its pro rata share of previously made capital contributions, there can be no assurance that this contribution will reflect the fair value of the Funds' existing investments at the time of such contributions.

Hedging Arrangements. The Advisers may (but are not obligated to) endeavor to manage the Funds' or any portfolio company's currency exposures, interest rate exposures, gas and other commodities exposure or other exposures, using hedging techniques where available and appropriate. The Funds may incur costs related to such hedging arrangements, which may be undertaken in exchange-traded or over-the-counter ("OTC") contexts, including futures, forwards, swaps, options and other instruments. There can be no assurance that adequate hedging arrangements will be available on an economically viable basis or that such hedging arrangements will achieve the desired effect, and in some cases hedging arrangements may result in losses greater than if hedging had not been used. In some cases, particularly in OTC contexts, hedging arrangements will subject the Funds to the risk of a counterparty's inability or refusal to perform under a hedging contract, or the potential loss of assets held by a counterparty, custodian or intermediary in connection with such hedging. OTC contracts may expose the Funds to additional liquidity risks. Certain hedging arrangements may create for the Advisers and/or one of its affiliates a registration or exemption obligation with the United States Commodity Futures Trading Commission or other regulator.

Advisers' Carried Interest. The fact that the Advisers' carried interest is based on a percentage of profits may create an incentive for an Adviser to cause the Funds to make riskier or more-speculative investments than otherwise would be the case.

Public Company Holdings. The Funds' investment portfolio may contain securities issued by publicly held companies. Such investments may subject the Funds to risks that differ in type or degree from those involved with investments in privately held companies. Such risks include, without limitation, greater volatility in the valuation of such companies, increased obligations to disclose information regarding such companies, limitations on the ability of the Funds to dispose of such securities at certain times, increased likelihood of shareholder litigation against such companies' board members, including, without limitation, personnel of Energy Capital, and increased costs associated with each of the aforementioned risks.

Director Liability. The Funds will often obtain the right to appoint one or more representatives to the board of directors (or similar governing body) of the portfolio companies or projects in which it invests. Serving on the board of directors of a portfolio company or project exposes the Funds' representatives, and ultimately the Funds, to potential liability. Not all portfolio companies may obtain insurance with respect to such liability, and the insurance that portfolio companies and projects do obtain may be insufficient to adequately protect officers and directors from such liability.

LP Advisory Committee. The Advisers will appoint one or more limited partner representatives to the LP Advisory Committee. The Funds' limited partnership agreements are expected to provide that to the fullest extent permitted by applicable law, none of the LP Advisory Committee members shall owe any fiduciary or other duties to the Funds or any other partner, other than to act in good faith. In addition, representatives of the LP Advisory Committee may have various business and other relationships with Energy Capital and its partners, employees and affiliates. These relationships may influence their decisions as members of the LP Advisory Committee.

Contingent Liabilities on Disposition of Investments. In connection with the disposition of an investment, the Funds may be required to make representations and warranties about the business and financial affairs of such company and/or their assets typical of those made in connection with the sale of a business or a portfolio of assets. The Funds also may be required to indemnify the purchasers of such investment to the extent that any such representations and warranties are inaccurate. These arrangements may result in the occurrence of contingent liabilities for which the Advisers may need to establish reserves or escrows. Limited partners may be required to return amounts distributed to them to fund such obligations of the Funds, subject to certain limitations set forth in the partnership agreements. Furthermore, under the Delaware Revised Uniform Limited Partnership Act, each limited partner that receives a distribution in violation of such Act will, under certain circumstances, be obligated to recontribute such distribution to the Funds.

Uncertain Economic and Political Environment. The current global economic and political climate can be uncertain. Prior acts of terrorism, the threat of additional terrorist strikes and the fear of a prolonged global conflict have exacerbated volatility in the financial markets and can cause consumer, corporate, and financial confidence to weaken, increasing the risk of a "self-reinforcing" economic downturn. The availability of credit for consumers, homeowners and businesses, including credit used to acquire businesses, may be restricted. This may have an adverse effect on the economy generally and on the ability of the Funds and their portfolio companies to execute their respective strategies and to receive an attractive multiple of earnings

on the disposition of their businesses. A climate of uncertainty may reduce the availability of potential investment opportunities and increases the difficulty of modeling market conditions, potentially reducing the accuracy of the financial projections.

Market Conditions. Any material change in the economic environment, including a slow-down in economic growth and/or changes in interest rates or foreign exchange rates, could have a negative impact on the performance and/or valuation of the Funds' investments. The Funds' performance can be affected by deterioration in public markets and by market events, which, among other things, can impact the public market comparable earnings multiples used to value privately held companies and investors' risk-free rate of return. Movements in foreign exchange rates may adversely affect the value of the Funds' investments and their overall performance. The value of any publicly traded securities held by the Funds may be volatile and difficult to sell as a block, even following a realization through listing. The impact of market and other economic events may also affect the Funds' ability to raise funding to support their investment objective and the level of profitability achieved on realizations of investments.

Risks Relating to Making and Holding Energy Sector and Infrastructure Investments

Operating Risk. The Funds may invest in operating facilities. Operation of such facilities involves certain operational risks, which include, without limitation: the possibility of performing below expected levels of output, availability or efficiency; interruptions in fuel or other necessary supplies; increases in the cost of fuel or other necessary supplies; pipeline disruptions; disruptions in the offtake of steam or electrical energy; power shutdowns; breakdown or failure of equipment or processes; accidental discharges of hazardous materials; labor disputes; changes in law; failure to obtain or maintain necessary governmental permits; or catastrophic events such as fires, earthquakes, lightning, explosions, hurricanes, tornados, floods or similar occurrences affecting a facility owned by the Funds or their power purchasers, steam purchasers, fuel suppliers or fuel transporters.

Development Risk. The Funds may invest in projects and facilities at an early stage of development, involving risks of failure to obtain or substantial delays in obtaining: (i) regulatory, environmental or other approvals or permits; (ii) financing; and (iii) suitable equipment supply, operating and offtake contracts. These projects involve additional uncertainties, including the possibility that the projects may not be completed, operating licenses may not be obtained, and permanent financing may be unavailable. 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.

Construction Risk. The Funds' investments may involve significant construction risk, including the risk of substantial delay or increase in cost due to a number of unforeseen factors, including, without limitation: political opposition; regulatory and permitting delays; delays in procuring real property rights; equipment; transmission grid interconnection delays; labor disputes; lawsuits and other disputes; environmental issues; force majeure; or failure by one or more of the infrastructure investment participants to perform in a timely manner (or at all) its or their contractual, financial or other commitments. New facilities have no operating history and may employ recently developed or technologically complex equipment that may take time to operate at peak levels of output and efficiency. A material delay or increase in cost not absorbed

by other participants in the transaction could significantly impair the financial viability of an infrastructure investment project and result in a material adverse effect on the Funds' investment therein.

Changes in the Utilities Industry. The Funds may make investments in the electric utility industry (and related industries and markets) both in the United States and abroad. A number of countries, including, without limitation, the United States, are considering or implementing methods to introduce and promote competition with respect to both supply and demand. To the extent competitive pressures increase and the pricing and sale of electricity assume more characteristics of a commodity business, the economics of independent power generation projects (and other energy projects) into which the Funds may invest may come under increasing pressure. If restructuring of the energy industry and the electricity sector is reversed, discontinued, delayed or modified, this could have an adverse effect on the projects into which the Funds may invest.

Renewable Energy. The Funds may make investments in renewable energy projects. The market for renewable energy is emerging and rapidly evolving, and its future success is uncertain. If renewable energy technology proves unsuitable for widespread commercial deployment or if the demand for renewable energy products fails to develop sufficiently (including, without limitation, as a result of changes in market conditions, such as a decrease in the price of fossil fuels), the Funds' investments in renewable energy projects may be adversely affected. While renewable energy projects currently enjoy wide support from United States federal, state and local governments and regulatory agencies, there is no assurance that such support will continue in the future and any reduction or elimination of governmental support may have an adverse effect on the Funds' investments in renewable energy projects. For example, it may not be economically feasible for some renewable energy projects to be developed without government incentives. These incentives include, without limitation, the Production Tax Credit and the Investment Tax Credit for qualifying renewable energy projects that begin construction on or before January 1, 2014, the United States business energy investment tax credit, which is currently limited to qualifying projects placed in service before January 1, 2017, and the United States Treasury grant program, which has expired for projects that did not begin construction before January 1, 2012. In addition to incentives that support the development and construction of facilities, renewable energy projects rely on incentives that support the sale of energy generated from renewable sources, such as state-adopted Renewable Portfolio Standard programs, which vary among states but generally require power suppliers to provide a minimum percentage or base amount of electricity from specified renewable energy sources for a given period of time.

Adequacy and Availability of Insurance; Catastrophic Events. The Funds intend to use insurance and other risk management products (to the extent available on commercially reasonable terms) when making infrastructure investments in order to mitigate the potential loss resulting from catastrophic events and other risks customarily covered by insurance. However, this may not always be practicable or feasible. Moreover, it will not be possible to insure against all such risks, and such insurance proceeds as may be derived may be inadequate to completely or even partially cover a loss of revenues, an increase in operating and maintenance expenses and/or a replacement or rehabilitation of assets. In addition, certain losses of a catastrophic nature, such as those caused by wars, earthquakes, hurricanes, tornados, floods, terrorist attacks

or other similar events, may be either uninsurable or insurable at such high rates as to adversely impact the Funds' profitability. In general, losses related to terrorism are becoming harder and more expensive to insure against, and most insurers are excluding terrorism coverage from their all-risk policies. As a result, it is unlikely that any of the Funds' investments will be insured against damages attributable to acts of terrorism (or certain other losses of a catastrophic nature). If a major uninsured loss were to occur with respect to an investment, the Funds could lose both their capital invested in and anticipated profits related to such investment.

Commodity Risk; Price Volatility. The Funds' investments may be subject to commodity price risk, including, without limitation, the price of electricity and the price of fuel. Historically, the markets for oil, gas, coal and power have been volatile, and such markets are likely to continue to be volatile in the future. The operation and cash flows of the Funds' investments will depend, in substantial part, upon prevailing market prices for energy commodities. These market prices may fluctuate materially depending upon a wide variety of factors that are beyond the control of the Advisers or the Funds, including, without limitation, seasonality and weather conditions, market supply and demand, technological changes, force majeure (including earthquakes, hurricanes, tornados and floods), changes in law, the refining capacity of crude oil purchasers, domestic and foreign governmental regulations, the price and availability of alternative fuels and energy sources, the availability of fuel transportation and electric transmission facilities, political conditions in the United States and Middle East and other oil and natural gas producing regions, terrorist acts or threats thereof, actions of the Organization of Petroleum Exporting Countries (and other oil and natural gas producing nations), changes in the amount of exports of United States natural gas supplies to foreign countries as authorized by law, the foreign supply of (and demand for) oil and natural gas, the price of foreign imports, coal supplies and rail capacity, and overall economic and market conditions.

Regulatory Approvals; Permits. Portfolio companies and projects in which the Funds invest are expected to be required to comply with numerous United States federal, state and local statutory and regulatory standards, including, without limitation, those related to air emissions, water discharge, waste disposal, the environment and safety and health, and to maintain numerous permits and approvals required for their operation. Compliance with these various regulations may cause portfolio companies and projects to incur significant costs and may impact almost every aspect of the business of the portfolio companies. In addition, the Funds may be required to obtain the consent or approval of applicable regulatory authorities in order to acquire or hold investments in particular portfolio companies or projects. For example, certain of the Funds' investments may be subject to Federal Energy Regulatory Commission approval under the United States Federal Power Act or the United States Natural Gas Act. In addition, certain of the Funds' investments may be subject to the approval of state-level utility commissions in those instances where such bodies have jurisdiction. If the Funds are unable to obtain required consent or approval, it may be unable to enter into transactions or to structure transactions in ways that are optimal for the Funds or particular the Funds' vehicles.

The Funds may invest in portfolio companies they believe have obtained all material energy-related United States federal, state, local or non-United States approvals and permits required as of the date thereof to acquire and operate its facilities. However, such approvals and permits may be subject to conditions and there is no assurance that portfolio companies and projects will be successful in meeting such conditions. A failure to satisfy such conditions could

prevent the operation of certain facilities or result in additional costs to the portfolio companies or projects, which may adversely affect the Funds' investment results. There can be no assurance that a portfolio company will be able: (i) to obtain all required regulatory approvals and permits; (ii) to obtain any necessary modifications to existing regulatory approvals and permits; or (iii) to renew and otherwise maintain required regulatory approvals and permits. Delay in obtaining or failure to obtain and maintain in full force and effect any regulatory approvals and permits (or amendments thereto) or delay or failure to satisfy any regulatory conditions or other applicable requirements (which may change over time), could prevent operation of a facility or sales of such facility to third parties, or could result in additional costs to a portfolio company and adversely affect the Funds' investment results.

Regulatory Changes. A portfolio company or project could be materially and adversely affected as a result of statutory or regulatory changes or changes in judicial or administrative interpretations of existing laws and regulations that impose more comprehensive or stringent requirements on such company or such company or project, the markets in which such company or project operates or such company's or project's industry generally. For example, environmental laws regulating infrastructure projects could become more restrictive, as governments aim to limit the impact of infrastructure on local wildlife and natural resources and reduce the emissions of greenhouse gases. Such changes could adversely affect the performance of one or more of the Funds' investments. Moreover, additional regulatory approvals, including without limitation, renewals, extensions, transfers, assignments, reissuances or similar actions, may become applicable in the future due to a change in laws and regulations, a change in the companies' customer(s), or for other reasons. Changes in laws and regulations could result in increased compliance costs, additional capital expenditures or additional potential liabilities. A portfolio company or project also could be materially and adversely affected by regulations that have been vacated by court decisions. Several United States federal environmental programs, including the Clean Water Act rules regarding cooling water intake structures, the Clean Air Mercury rule, and the Clean Air Interstate rule, have been fully or partially vacated by the courts. Several United States federal environmental programs, including the Clean Water Act rules regarding cooling water intake structures, the Clean Air Mercury Rule, and the Clean Air Interstate Rule, have been fully or partially vacated by the courts. The United States Environmental Protection Agency issued its Cross-State Air Pollution Rule replacing the Clean Air Interstate Rule on July 7, 2011. There is considerable uncertainty as to how these and other federal environmental programs will be modified and/or ultimately implemented. Any such modifications could alter the competitive landscape and/or the nature of the markets that the portfolio company operates in a material and adverse manner to such portfolio company.

Environmental Impact Risks. Large-scale infrastructure projects in which the Funds intend to invest may have a significant impact on their local 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. In addition, an owner of an infrastructure asset may be liable for past and future damages caused by environmental emissions or releases located on or emitted from or otherwise attributable to the asset, as well as for the costs of remediation and, in some circumstances, fines, penalties or other sanctions. Such liabilities could exceed the value of the infrastructure asset at issue and could result in claims against the owner that would result in the loss of other assets of the owner. While the Advisers will endeavor to acquire infrastructure assets that do not present a material risk of such liabilities,

environmental liabilities may arise as a result of factors, including, without limitation, changes in laws or regulations and the existence of conditions that were unknown at the time of acquisition or operation or are beyond the control of the Advisers.

Regulation of Greenhouse Gases. There is a growing consensus in the United States and globally that emissions of greenhouse gases (“GHGs”) are linked to global climate change and this consensus may lead to more stringent regulation of GHGs in the future. Increased public concern and mounting political pressure may result in more international, United States federal or United States regional requirements to reduce or mitigate the effects of GHGs. For example, certain states in the Northeast United States participate in the Regional Greenhouse Gas Initiative (“RGGI”), which is intended to stabilize and reduce emissions of GHGs. RGGI allows each participating state flexibility in the distribution of its carbon dioxide allocations. There also are several legislative proposals in the United States Congress to regulate GHGs. In addition, the United States Supreme Court in *Massachusetts v. Environmental Protection Agency* ruled that the United States Clean Air Act authorizes regulation of GHGs. While the General Partner will endeavor to take into account existing and anticipated future applicable GHG regulation in its investment decisions, changes in the regulation of GHGs could impact a portfolio investment or make certain future investments undesirable.

Governmental Contract Risk. To the extent that the Funds invest in infrastructure assets that are governed by concession agreements with national, provincial or local 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 leases or concessions may also contain clauses more favorable to the governmental counterparty than a typical commercial contract and may restrict the Funds’ ability to operate the investment in a way that maximizes cash flows and profitability. Governments typically have considerable discretion in implementing regulations that could impact these businesses, may be influenced by political (rather than just economic) considerations and may make decisions that adversely affect the Funds’ investments.

Use of Derivatives and Other Specialized Techniques. Companies in the energy and power industry engage in derivative transactions and other hedging techniques to insulate against a number of risks, including, without limitation, commodity price risk, exchange rate risk and interest rate risk. The Funds and/or their portfolio companies may engage in other derivative or similar transactions. These transactions may involve the purchase and sale of commodities or commodity futures, the use of forward contracts, swap agreements, put and call options, floors, collars or other arrangements. Such instruments may be difficult to value, may be illiquid and may be subject to wide swings in valuation caused by changes in the price of commodities or other underlying assets or market conditions. The Dodd-Frank Wall Street Reform and Consumer Protection Act (“Dodd-Frank”), enacted in July 2010, could create additional uncertainty and costs for these projects’ hedging activities. Because many of the agency rules implementing Dodd-Frank have not been finalized, it is difficult to quantify any additional costs or collateral requirements that may be imposed on these projects. Derivative instruments may trade principally on markets organized outside the United States and markets for derivative instruments may be illiquid, highly volatile and subject to interruption. Suitable hedging instruments may not continue to be available at reasonable cost. The investment techniques related to derivative instruments are highly specialized and may be considered speculative. Such techniques often involve forecasts and complex judgments regarding relative price movements

and other economic developments. The success or failure of these investment techniques may turn on small changes in exogenous factors not within the control of portfolio companies, the Advisers or the Funds. For all the foregoing reasons, the use of derivatives and related techniques can expose the Funds and their portfolio companies to significant risk of loss.

Broken Deal Expenses. Investments in the energy industry often require extensive due diligence activities and regulatory approvals prior to acquisition. Due diligence may include feasibility and technical studies, preliminary engineering and marketing studies, and legal and environmental review, any or all of which may entail significant third-party expenses. In the event that an investment is not consummated, the Funds may bear some or all of such third party expenses and any termination fees.

Ability to Exit Investments. Individual investments in infrastructure assets tend to be large due to the general nature and size of such assets (such as power plants, transmission lines, distribution properties or gas storage and pipeline facilities). Infrastructure assets may have unique geographic and market characteristics (and may be subject to political, regulatory and public opinion considerations), which could make them highly illiquid. The Funds may acquire portfolios of assets that are not easily separated into individual asset acquisitions or dispositions. Accordingly, the Funds' investments may be quite sizeable. There are limited pools of capital available in the sector that can make sizeable investments and limited numbers of market participants. As a result, the potential exits from these investments may be limited and there can be no assurance that the Funds will be able to realize their investments on favorable terms, in a timely manner or at all. Moreover, the realizable value of a highly illiquid investment may be less than its intrinsic value.

Additional Risks for the Mezzanine Fund

Leveraged Nature of Mezzanine Investments. The projects and portfolio companies in which the Mezzanine Fund invests may be highly leveraged, thereby increasing the degree of credit risk inherent in each Mezzanine Fund investment. Leverage often imposes restrictive financial and operating covenants on a borrower, in addition to the burden of debt service, and may impair a project's ability to finance future operations and capital needs or to pay principal and interest on the Mezzanine Fund's investments when due. The leveraged capital structure of projects and portfolio companies will increase the exposure of the Mezzanine Fund's investments to any deterioration in a project's condition or industry, competitive pressures, an adverse economic environment or rising interest rates. The Mezzanine Fund's investments may be unsecured and subordinated to substantial amounts of senior indebtedness, all or a significant portion of which may be secured and bear floating interest rates. In the event any project or portfolio company cannot generate adequate cash flow to meet debt service, the Mezzanine Fund may suffer a partial or total loss of capital invested in the project or portfolio company, which could adversely affect the returns of the Mezzanine Fund. Furthermore, the securities in which the Mezzanine Fund will invest generally will not be rated by a credit rating agency.

Non-controlling Investments. The Mezzanine Fund anticipates that it will principally hold debt obligations and other non-controlling interests in projects and, therefore, will have a limited ability to protect the Mezzanine Fund's position in such projects. However, the Advisers

will seek such creditor and shareholder rights as it deems appropriate to help protect the Mezzanine Fund's interest.

Insolvency Considerations. Any investments held by the Mezzanine Fund may be subject to various laws enacted in the home country, jurisdiction or state of the applicable borrower for the protection of creditors. Insolvency considerations may differ depending on the jurisdiction in which each borrower is formed and/or located and may differ depending on whether the borrower is a non-sovereign or a sovereign entity. If a court in a lawsuit brought by an unpaid creditor or representative of creditors of a borrower entity, such as a trustee in bankruptcy, were to find that the borrower did not receive fair consideration or reasonably equivalent value for incurring the indebtedness constituting such investment and, after giving effect to such indebtedness, the borrower: (i) was insolvent; (ii) was engaged in a business for which the remaining assets of such borrower constituted unreasonably low capital; or (iii) intended to incur, or believed that it would incur, debts beyond its ability to pay such debts as they mature, such court could invalidate, in whole or in part, such indebtedness as a fraudulent conveyance, subordinate such indebtedness to existing or future creditors of the borrower or recover amounts previously paid by the borrower in satisfaction of such indebtedness. The measure of insolvency for purposes of the foregoing will vary. There can be no assurance as to what standard a court would apply in order to determine whether the borrower was "insolvent" after giving effect to the incurrence of the indebtedness constituting the investment, or that, regardless of the method of valuation, a court would not determine that the borrower was "insolvent" upon giving effect to such incurrence. In addition, in the event of the insolvency of a borrower, payments made on the applicable loan could be subject to avoidance as a "preference" if made within a certain period of time (which may be as long as one year and one day) before insolvency. In addition, if a borrower is the subject of a bankruptcy proceeding, payments to the Mezzanine Fund with respect to such investment may be delayed or diminished as a result of the exercise of various powers of the bankruptcy court, including, without limitation, the following: (A) an "automatic stay," under which the Mezzanine Fund will not be able to institute proceedings or otherwise enforce its rights against the borrower or obligor with respect to the Mezzanine Fund's investment without permission from the court; (B) conversion by the bankruptcy court of the Mezzanine Fund's investment into more junior debt or into an equity obligation of the borrower or obligor; (C) modification of the terms of the Mezzanine Fund's investment by the bankruptcy court, including, without limitation, reduction or delay of the interest or principal payments thereon; and (D) grant of a priority lien to a new money lender to the borrower or obligor on the applicable loan.

Lender Liability Considerations; Equitable Subordination. A number of judicial decisions in the United States have upheld the right of borrowers to sue lenders or bondholders on the basis of various evolving legal theories (collectively termed "lender liability"). Generally, lender liability is founded upon the premise that an institutional lender or bondholder has violated a duty (whether implied or contractual) of good faith and fair dealing owed to the borrower or issuer or has assumed a degree of control over the borrower or issuer resulting in the creation of a fiduciary duty owed to the borrower or issuer or its other creditors or shareholders. Although the Mezzanine Fund does not intend to engage in conduct that it expects would form the basis for a successful cause of action based upon lender liability, the potential for such a cause of action exists. In addition, under common law principles that in some cases form the basis for lender liability claims, if a lender or bondholder (i) intentionally takes an action that

results in the undercapitalization of a borrower to the detriment of other creditors of such borrower, (ii) engages in other inequitable conduct to the detriment of such other creditors, (iii) engages in fraud with respect to, or makes misrepresentations to, such other creditors or (iv) uses its influence as a stockholder to dominate or control a borrower to the detriment of other creditors of such borrower, a court may elect to subordinate the claim of the offending lender or bondholder to the claims of the disadvantaged creditor or creditors, a remedy called “equitable subordination”. Although the Mezzanine Fund does not intend to engage in conduct that it expects would form the basis for a successful cause of action based upon the equitable subordination doctrine, the potential for such a cause of action exists. The preceding discussion is based upon principles of United States federal and state laws. Insofar as subsidiaries of the Mezzanine Fund or investments are formed under the laws of non-United States jurisdictions, the laws of such non-United States jurisdictions may impose liability upon lenders or bondholders under factual circumstances similar to those described above, with consequences that may or may not be analogous to those described above under United States federal and state laws.

ITEM 9 **DISCIPLINARY INFORMATION**

The Advisers and their management persons have not been subject to any material legal or disciplinary events.

ITEM 10 **OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

ECP Management is affiliated with other Energy Capital management companies that are registered investment advisers in accordance with SEC guidance under the Advisers Act pursuant to ECP Management’s registration. These relying advisers are:

Energy Capital Partners Management II, LP
Energy Capital Partners Management III, LP
Energy Capital Partners Mezzanine Management, LP

Additionally, ECP Management is affiliated with other Energy Capital general partners that are also investment advisers registered in accordance with SEC guidance under the Advisers Act pursuant to ECP Management’s registration. These general partners are:

Energy Capital Partners GP I, LLC
Energy Capital Partners GP II, LP
Energy Capital Partners GP III, LP
Energy Capital Partners Mezzanine GP, LP
Energy Capital Partners GP Co-Investment, LLC
Energy Capital Partners GP II Co-Investment (Summit), LLC
Energy Capital Partners SLP I, LP
Energy Capital Partners SLP I-A, LP

These affiliated investment advisers operate as a single advisory business together with ECP Management and serve as managers or general partners of private investment funds and other pooled vehicles and may share common owners, officers, partners, employees, consultants or persons occupying similar positions. All of these Advisers are under common control and subject to Energy Capital's code of ethics and compliance programs adopted pursuant to the requirements of the Advisers Act.

**ITEM 11 CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS
AND PERSONAL TRADING**

Code of Ethics

The Advisers have adopted a Code of Ethics and Securities Trading Policy and Procedures (the "Code"), which sets forth standards of conduct that are expected of the Advisers' principals and employees and addresses conflicts that may arise from personal trading. The Code requires Energy Capital personnel to report their personal securities transactions, requires pre-clearance for Energy Capital personnel from directly or indirectly acquiring beneficial ownership or disposing of securities in an initial public offering, and, with limited exceptions, in other securities, without first obtaining approval from the Energy Capital Chief Compliance Officer. A copy of the Code will be provided to any client, prospective client or any investor in an ECP Advised Fund upon request to Chris Leininger, Energy Capital's Chief Compliance Officer, at compliance@ecpartners.com.

Energy Capital or its personnel may, from time to time, come into possession of material nonpublic or other confidential information about public companies which, if disclosed, might affect an investor's decision to buy, sell or hold a security. Under applicable law, the Advisers and their personnel are prohibited from improperly disclosing or using such information for their personal benefit or for the benefit of any person, regardless of whether such person is a client of the Advisers.

Accordingly, should the Advisers or their principals or employees come into possession of material nonpublic or other confidential information with respect to any public company, the Advisers are prohibited from communicating such information to clients, and the Advisers have no responsibility or liability for failing to disclose such information to clients as a result of following their policies and procedures designed to comply with applicable law. Similar restrictions may be applicable as a result of the Advisers' personnel serving as directors of public companies and may restrict trading on behalf of clients, including the Funds.

Participation or Interest in Client Transactions

When two or more fund vehicles are formed as part of the same Fund for making the same investments, the Advisers will allocate investments made by such fund vehicles based on their relative partners' commitments, subject to any limitations in the applicable partnership agreements.

Additionally, the Funds may invest together with other ECP Advised Funds, subject to limitations set forth in the applicable partnership agreements, however, the Mezzanine Fund is prohibited from investing in any securities owned by an Equity Fund. The Advisers will determine allocations of investment opportunities in a manner that they believe is fair and equitable to the Funds consistent with the Advisers' obligations to each such Fund, including as set forth in the partnership agreement and the Advisers' allocation policy. Where necessary, the Advisers consult and receive consent to conflicts from an advisory committee consisting of limited partners of the Fund or Funds subject to any conflict of interest.

The Advisers serve as investment managers to certain co-invest vehicles that invest alongside the Funds in certain portfolio companies. Certain affiliates and personnel of Energy Capital, third party investors and other persons may be permitted to participate in the co-invest vehicles or in some cases co-invest directly in a particular portfolio company. The Advisers will select which investors or other persons are permitted to co-invest based on various factors, including (but not limited to) the sophistication of the investor, the ability of the investor to fund and complete the investment on a timely basis and any other reason for including such investor or person. In circumstances where an entire investment could be made by a Fund, an Adviser may still allocate a portion of such investment to one or more co-invest vehicles in accordance with such Fund's partnership agreement and the Advisers' allocation policy.

Personal Trading

The principals and employees of the Advisers may carry on personal investment activities for their own account and for family members or others who do not invest in the Funds. The investment advice that such principals and employees give to such persons may differ from advice given to, or securities recommended or bought for the Funds even though their investment objectives may be the same or similar.

ITEM 12* **BROKERAGE PRACTICES*

Although the Advisers do not intend to regularly engage in public securities transactions, to the extent they do so, they follow the brokerage practices described below.

If the Advisers sell publicly traded securities on behalf of a Fund, the applicable Adviser is responsible for directing orders to broker-dealers to effect securities transactions for accounts managed by such Adviser. In such event, the Adviser will seek to select brokers on the basis of favorable price and execution capability. In selecting a broker to execute client transactions, the Adviser may consider a variety of factors, including, among other things: (i) execution capabilities with respect to the relevant type of order; (ii) commissions charged; (iii) the reputation of the firm being considered; and (iv) responsiveness to requests for trade data and other financial information.

No Adviser has any duty or obligation to seek competitive bidding for the most favorable commission rate applicable to any particular client transaction or to select any broker on the basis of its purported or "posted" commission rate, but will endeavor to be aware of the current level of the charges of eligible brokers and to reduce the expenses incurred for effecting client

transactions to the extent consistent with the interests of such clients. Although each Adviser generally seeks competitive commission rates, it may not necessarily pay the lowest commission or commission equivalent. Transactions may involve specialized services on the part of the broker involved and thereby entail higher commissions or their equivalents than would be the case with other transactions requiring more routine services.

Consistent with the Advisers seeking to obtain best execution, brokerage commissions on client transactions may be directed to brokers in recognition of research furnished by them, although the Advisers generally do not make use of such services at the current time and have not made use of such services since their inception.

ITEM 13 **REVIEW OF ACCOUNTS**

The Advisers closely monitor the ECP Advised Funds' portfolio investments. Energy Capital principals serve on the investment committee of the Advisers and work closely with other Energy Capital professionals to oversee and monitor the operations, financial performance and strategic direction of each portfolio investment. The investment committee as a whole performs comprehensive quarterly reviews. A subset of the investment committee, together with other Energy Capital professionals, comprise the Advisers' valuation committee that reviews and approves the quarterly valuation of each portfolio investment.

The Funds provide the following information to their investors: (i) annual GAAP audited and quarterly unaudited financial statements, (ii) annual tax information necessary for each limited partner's tax return and (iii) quarterly reports providing a narrative summary of the status of each investment. In addition to the information provided to all investors, the Advisers may provide certain investors with additional information or more frequent reports that other investors will not receive.

ITEM 14 **CLIENT REFERRALS AND OTHER COMPENSATION**

The Advisers may provide certain business or consulting services to the Funds' portfolio companies and may receive compensation from these companies in connection with such services. As described in the partnership agreement and Item 5 "*Fees and Compensation*" above, at least eighty percent of this compensation offsets the management fees payable by the Funds.

From time to time, the Advisers may enter into placement arrangements pursuant to which they compensate third parties for referrals that result in a potential investor becoming a limited partner in an ECP Advised Fund. Fund I and Fund II do not have any remaining placement agent payment obligations. With respect to Fund III and the Mezzanine Fund, any fees and expenses payable to any such placement agents will be borne by the Advisers, either directly or indirectly through a dollar-for-dollar offset against the management fee as described in Item 5 "*Fees and Compensation*," above. Such placement arrangements may be a flat fee or based on a percentage of commitments to a particular Fund.

ITEM 15 CUSTODY

The Advisers use a qualified, unaffiliated third-party custodian to hold the required assets of the Funds in accordance with current SEC standards and guidance. Although ECP Management is deemed to have custody of the underlying assets of many of the Funds, the Advisers rely on the “pooled investment vehicles” exemption from the reporting and surprise audit obligations imposed by the SEC’s custody rule. Accordingly, the Funds are generally subject to a year-end audit by a major accounting firm that is a member of, and examined by, the Public Company Accounting Oversight Board. The audited financial statements are then provided to the underlying investors of Funds within 120 days of the end of the fiscal year.

ITEM 16 INVESTMENT DISCRETION

The Advisers generally have discretionary authority to manage investments on behalf of each Fund pursuant to the respective partnership and management agreements. The Advisers assume this discretionary authority pursuant to the terms of the applicable partnership agreements, management agreements and powers of attorney executed by the limited partners of the Funds.

As a general policy, the Advisers do not allow clients to place limitations on this authority. Pursuant to the terms of the applicable partnership agreement, however, the Advisers may enter into side letters with certain limited partners whereby the terms applicable to such limited partner’s investment in a Fund may be altered or varied, including, in some cases, to provide for reduced fees or the right to opt-out of certain investments for legal, tax, regulatory or other similar reasons.

ITEM 17 VOTING CLIENT SECURITIES

The Advisers have adopted Proxy Voting Policies and Procedures (the “Proxy Policy”) to address how they vote proxies for any ECP Advised Fund’s portfolio investments. The Proxy Policy seeks to ensure that the Advisers vote proxies in the best interest of the Funds, including where there may be material conflicts of interest. The Advisers believe its interests are aligned with those of the Funds’ investors through the Advisers’ and their principals’ substantial capital commitment to the Funds, and therefore will not seek investor approval or direction when voting proxies. However, the Proxy Policy sets forth certain specific proxy voting guidelines for when the Advisers do vote proxies on behalf of a Fund.

The Advisers do not consider service on portfolio company boards by Energy Capital personnel or their receipt of management or other fees from portfolio companies to create a material conflict of interest in voting proxies with respect to such companies. In the event that there is a conflict of interest between an Adviser and a Fund in voting proxies, the Proxy Policy provides that the Adviser addresses the conflict using certain procedures, including by seeking

the approval or concurrence of the Fund's limited partner advisory board on the proposed proxy vote or through other alternatives set forth in the Proxy Policy.

A copy of the Advisers' Proxy Policy will be provided to any client, prospective client or any investor in an ECP Advised Fund upon request to Chris Leininger, Energy Capital's Chief Compliance Officer, at compliance@ecpartners.com.

ITEM 18 **FINANCIAL INFORMATION**

None of the Advisers requires prepayment of management fees more than six months in advance or have any other events requiring disclosure under this item of the Brochure. None of the Advisers has been the subject of any bankruptcy petition.