



Ecosystem Investment Partners, LLC
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Part 2A of Form ADV
The Brochure

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This brochure provides information about the qualifications and business practices of Ecosystem Investment Partners, LLC. If you have any questions about the contents of this brochure, please contact us at 443-921-9441. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority. Registration with the SEC as an investment advisor does not imply a certain level of skill or training.

Additional information about Ecosystem Investment Partners, LLC is also available on the SEC's website at www.advisorinfo.sec.gov.

Material Changes

This is the first version of Ecosystem Investment Partners, LLC’s (“EIP”, “we”, “our”, or “us”) Part 2 of Form ADV.

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Advisory Business

Ecosystem Investment Partners, LLC (“EIP”, “we”, “our”, or “us”) was founded in 2006. EIP serves, directly or indirectly, as the manager and investment adviser to the investment funds described herein. EIP or affiliates of EIP serve as the general partners of such private funds. EIP is principally owned by Fred C. Danforth and, through NHD Family Partners II, LLC, Nicholas Dilks.

EIP manages two private investment funds (the “Partnerships”) that focus on making investments that capitalize on the Payments for Ecosystem Services (“PES”) markets surrounding wetland, stream, and endangered species habitat mitigation throughout the United States.

Investment advice is provided directly to the Partnerships and not individually to the underlying limited partners. EIP manages the assets of the Partnerships in accordance with the terms of each Partnership’s individual limited partnership agreement and/or other governing documents applicable to each Partnership.

Interests in the Partnerships are not registered under the Securities Act of 1933, as amended (the “Securities Act”), and the Partnerships are not registered under the Investment Company Act of 1940, as amended (the “IC Act”). Accordingly, interests in the Partnerships are offered and sold exclusively to limited partners satisfying the applicable eligibility and suitability requirements.

As of December 31, 2013, we had approximately \$191.6 million of assets under management on a discretionary basis¹. Our investment objective is to generate capital appreciation and income for limited partners. We seek to achieve this objective primarily by making acquiring, restoring, and ultimately divesting large rural properties with conservation value that allow for the generation of cash flow streams from PES markets.

We currently provide investment advisory services to the following two Partnerships:

- EIP Investors, L.P.
- Ecosystem Investment Partners II, L.P.

Fees and Compensation

Compensation we receive generally consists of management fees based on a percentage of assets under management and performance-based carried interest.

EIP Investors, L.P.

EIP Investors, L.P. (“EIP Investors”) has invested in three investment vehicles established to acquire specific real estate properties. EIP received an initial fee upon the closing of the acquisition of the property and continues to receive an annual management fee from these investment vehicles. The fees are paid directly to EIP by the investment vehicles. The management fee is a fixed amount for the first three years after the acquisition of the property (generally approximately 2% of invested capital) and is thereafter paid at the rate of 2% per annum of net asset value of the investment vehicle’s assets. Management fees are paid quarterly within 30 days of the close of the quarter. EIP Investors does not anticipate making investments in any additional investment vehicles. Note, EIP Investors’ General Partner and Nanticoke Headwaters, LLC amended their management agreement to suspend all management fees as of July 1, 2013 unless and until otherwise agreed by both parties.

Ecosystem Investment Partners II, L.P.

EIP receives an annual management fee with respect to each limited partner’s interest in Ecosystem Investment Partners II, L.P. (“EIP II”). With respect to limited partners whose capital commitment to EIP II is less than \$10 million, the annual management fee is equal to 2% of committed capital for the first four years after EIP II’s formation, and 2% of the net asset value of EIP II’s investments thereafter. With respect to any limited partner who has made a capital commitment of at least \$20 million, the percentage used to compute the management fee is 1.5%, and with respect to any limited partner who has made a capital commitment of at least \$10

¹ Assets under management include unfunded capital commitments and assume all illiquid investments are valued at EIP’s estimated fair values as of December 31, 2013.

million, the percentage used to compute the management fee is 1.75%. Management fees are payable in advance quarterly and are paid directly by EIP II.

Management fees are paid by EIP II from capital contributions made to EIP II by the limited partners for such purpose. In addition to management fees, affiliates of EIP are entitled to receive a “carried interest” from EIP II and from the investment vehicles in which EIP Investors has invested. EIP Partners II, L.P. (“Partners II”), the general partner of EIP II and an affiliate of EIP, is entitled to receive, as a “carried interest,” 20% of all distributions made by EIP II after all investors in EIP II have received an annual rate of return of eight percent (8%) on their investment. EIP Managers, L.P. (“EIP Managers”), a member of the three investment vehicles in which EIP Investors has invested and an affiliate of EIP, is similarly entitled to receive, as a “carried interest,” ten percent (10%) of all distributions by such investment vehicles after the investors in such vehicles, including EIP Investors, have received an annual rate of return of six percent (6%) on their investment.

In addition to the management fees and carried interests described above, limited partners of EIP Investors and EIP II will indirectly bear certain operating and organizational expenses of the Partnerships. These fees and expenses vary, but typically include legal, accounting and auditing, taxes and filing fees, custodian and banking fees, consulting fees, other third party fees, and valuation fees, as well as any indemnification and extraordinary expenses of the Partnerships.

Performance-Based Fees and Side-By-Side Management

The principal owners of EIP, as well as other members of the EIP management team, are partners of Partners II, the general partner of EIP II, and of EIP Managers, a member of the investment vehicles in which EIP Investors has invested. Partners II will receive carried interest distributions from EIP II, and EIP Managers will receive carried interest distributions from the EIP Investors investment vehicles. Carried interest is considered a performance-based fee as it is based on a share of gains on the assets of EIP II and the EIP Investors investment vehicles.

An adviser charging performance-based fees to some clients faces a variety of conflicts because the adviser can potentially receive greater fees from its clients having a performance-based compensation structure than from clients charged a fee that does not relate to performance (e.g. an asset-based fee). As a result, the adviser may have an incentive to direct the best investment ideas to the client that pays a performance-based fee. EIP does not consider its current fee structure to present any conflicts of interest because it is indirectly entitled to receive a “carried interest” from both Partnerships that it advises and because the investment periods of EIP Investors and EIP II did not overlap.

The fact that we are indirectly compensated based on a share of gains on the assets of EIP Investors and EIP II may create an incentive for EIP to make investments on behalf of the Partnerships that are riskier or more speculative than would be the case in the absence of such compensation. The principal owners of EIP have substantial investments in EIP Investors and in the general partner of EIP II, which mitigates the incentive for EIP to recommend riskier investments.

Types of Clients

EIP provides advisory services to private pooled investment vehicles as described in the *Advisory Business* section above. Limited partners in these Partnerships include a variety of investors, but primarily consist of foundations, endowments, family offices, high net worth individuals, and US and European pension plans.

Limited partners that invest in the Partnerships must have a minimum degree of financial sophistication and meet other minimum investment criteria. Limited partners in the Partnerships must be “accredited investors” within the meaning of Regulation D under the Securities Act. Limited partners considering an investment in the Partnerships should consult with their own investment, tax, and/or legal advisers prior to investing.

The minimum investment by a limited partner is \$50,000.

Methods of Analysis, Investment Strategies and Risk of Loss

Investment Strategy and Analysis

EIP’s objective is to generate strong returns to investors while providing significant conservation results by acquiring large rural properties that generate significant cash flow through the PES markets. EIP utilizes a wide range of market mechanisms and landowner incentive programs to achieve its results. Each market and program generates an income stream, enabling EIP to provide a diversified overall return on investment.

We capitalize on the PES markets by acquiring, restoring, and maintaining land to generate mitigation credits that are sold to those who cause unavoidable environmental impacts. Demand typically arises from highway, energy transmission, mining, and other infrastructure projects, together with residential, municipal, and commercial development of all types. Approximately 75% of the Partnerships’ returns are expected to be earned through the generation of current income from PES revenues, with the remainder derived from property and other asset divestment. The Partnerships invest in properties between \$5 and \$20 million in acquisition price that are 1,000 to 10,000 acres in size and deemed conservation priorities by major conservation organizations or state/federal natural resource agencies.

Our strategy is to purchase land at valuations that are supported by key quantifiable metrics and invest in properties that can generate significant mitigation credit yields following entitlement and ecological uplift. Equally important, EIP only invests in locations that have existing or expected credit demand characteristics from a diversified customer base (often a mix of commercial and public infrastructure demand). EIP maintains a high standard for operations and compliance, as effectively managing costs and successfully completing restoration efforts are instrumental to extracting the most value out of an investment. EIP believes that its strategy will not only provide attractive returns to investors, but also provide a long-lasting positive impact on the environment.

Active Investment Management

In order to capitalize on PES markets and other components of value, EIP employs a hands-on approach, requiring active involvement in the:

- Design, entitlement, development, and management of wetland and/or stream mitigation banks;
- Design, entitlement, development and management of conservation (endangered species) banks, or other recovery programs for federally threatened, endangered, or other rare and vulnerable species;
- Access to funds from federal, state, and local conservation finance programs;
- Development of long-term resource stewardship plans;
- Marketing of environmental credits to potential buyers; and
- Active negotiation of real estate transactions at both purchase and sale.

EIP's value-added initiatives at each property should also:

- Deliver measurable, verifiable environmental improvement;
- Deliver diversified revenue from multiple activities; and
- Result in permanent conservation of the ecologically significant portions of the property, either through conservation easements, or sale to a public resource agency, land trust or other public or private buyer.

Deal Sourcing

A key element of EIP's investment strategy is to source unique properties with significant ecological restoration potential, not being actively marketed by third-party brokers, from leading Non-Governmental Organizations and natural resource agencies. EIP also generates deal flow through relationships in the real estate industry and with other conservation-oriented investors such as timber investment management organizations ("TIMOs") that seek to divest properties to, or invest side-by-side with, EIP due to its ability to acquire, restore, manage and monetize ecologically sensitive properties that may not be consistent with their investment strategies.

Control

EIP seeks investments where the investment vehicle established by the Partnerships for such investment will be the sole or majority owner of the underlying property and corresponding banking instrument. EIP believes that it is critical to have full control of the land to have the ability to make all major decisions associated with the execution of each asset's strategic plan. By having control from the outset, EIP believes that it can lower risk, and be in a position to opportunistically enhance return to investors.

Analysis

Once an investment has been originated EIP engages in a three-stage investment process consisting of initial due diligence, real estate negotiation and land control, and final due diligence. We conduct rigorous due diligence and underwriting on all potential property acquisitions. When the target acquisition passes the initial due diligence screen with respect to

PES market potential, and early financial modeling demonstrates the likelihood that an investment will achieve the target return, EIP then moves quickly to secure purchase options on the property. Once a purchase option or contract has been secured, the investment team initiates an in-depth due diligence process to determine the feasibility of the project. EIP allows sufficient due diligence periods, generally greater than 90 days, to complete a more in-depth due diligence process that confirms or denies the investment assumptions developed in the initial due diligence stage. If during the final due diligence stage the project no longer supports an acceptable return, EIP will end due diligence by terminating the contract. The final stage of the due diligence process focuses heavily on the three main aspects of overall investment feasibility, mitigation markets, property suitability, and financial modeling.

Risk of Loss

Acquiring an interest in any Partnership involves a significant degree of risk. There can be no assurance that the Partnerships' investment objectives will be achieved, or that an investor will receive a return of capital. Risk associated with an investment in the Partnerships include, but are not limited to, the following, and should be carefully evaluated before making an investment in a Partnership managed by EIP. No assurance or representation is made that the Partnership will meet its investment objectives or otherwise be able to successfully carry out its investment program.

No Assurance of Investment Return - EIP's task of identifying and negotiating private investment opportunities, managing such investments and realizing a significant return for investor is difficult. There is no assurance that EIP will be able to invest its capital on attractive terms or generate returns for its investors.

Dependence on Management Team - EIP will be dependent upon the efforts of the individual members of its management team. The loss of one or more of these individuals could have an adverse impact on the investment activities of the Partnerships.

Difficulty of Locating Suitable Investments - EIP may be unable to find a sufficient number of attractive opportunities to meet its investment objectives.

Competition - EIP competes for investments against other groups, including institutional investors, investment managers, industrial groups, and merchant banks owned by large and well-capitalized investors. It is possible that competition for appropriate investment opportunities may limit significantly the number of opportunities available to EIP and adversely affect the terms upon which investments can be made.

No Rights to Control Operations - Limited partners have no opportunity to control the day-to-day operations, including investment and disposition decisions of the Partnerships. Limited partners must rely entirely on individual members of EIP's management team to conduct and manage the affairs of the Partnerships.

Investment Allocations - The fact that the management team's carried interest is based on the performance of the Partnerships may create an incentive to make investments that are more

speculative than would be the case in the absence of such an allocation. This incentive is somewhat tempered by the fact that losses will reduce the Partnerships' performance and carried interest.

Illiquidity of Interests - Interests in the Partnerships are highly illiquid, have no public market, and are not transferable except with the prior consent of the general partner. Voluntary withdrawals of interests are not permitted, except in limited instances when necessary to comply with laws or regulations applicable to a limited partner.

Lack of Liquidity of Investments - There may be no readily available market for the Partnerships' investments and most investments will be difficult to value. Adverse market conditions may further limit or delay opportunities for liquidity.

Risk of Real Estate Investment - Investments in real estate are subject to various risks, including adverse changes in national or international economic conditions, adverse local market conditions, the financial condition of buyers and sellers of properties, changes in real estate tax rates and other operating expense, changes in environmental laws or regulations, governmental rules and fiscal policies, energy and supply shortages, changes in the relative popularity of various types of real estate properties as investment alternatives, acts of war and terrorist activity, uninsured losses, and other acts that are beyond the control of EIP.

Governmental Regulation - Governmental authorities at the federal, state, and local levels are actively involved in the promulgation and enforcement of regulations relating to land use, zoning, and the environment. Regulations may be promulgated which could have the effect of restricting or curtailing certain uses of existing properties or structures or requiring that such properties or structures be altered in some fashion. The establishment of such regulations could have the impact of increasing the expenses and lowering the profitability of any of the properties affected thereby.

Changes in Environment - EIP's investment program is intended to extend over a period of years, during which the business, economic, political, environmental and regulatory environment within which we operate may undergo substantial changes, some of which may be adverse to the Partnerships. EIP will have the exclusive right and authority (within the limitations set forth in the partnership agreements of the Partnerships) to determine the manner in which the Partnerships will respond to such changes. Limited partners generally will have no right to withdraw from a Partnership or to demand specific modifications to the Partnership operations in response thereto.

Disciplinary Information

As a registered investment adviser we are required to disclose all material facts regarding any legal or disciplinary events with respect to our management that would be material to a client's or prospective client's evaluation of us or the integrity of our management. EIP has no legal or disciplinary events to report.

Other Financial Industry Activities and Affiliations

Neither we, nor our employees, have any relationships or arrangements with third parties that are material to our provision of advisory services to our clients.

EIP Managers, an affiliate of EIP, is a member of the investments vehicles in which EIP Investors is an investor, and is entitled to receive a 10% carried interest after the investors in such investment vehicle have realized a six percent annual rate of return on their investment.

Partners II is the general partner of EIP II and is entitled to receive a 20% carried interest after the limited partners in such Partnership have realized an eight percent annual rate of return on their investment.

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

We have adopted a written Code of Ethics (the “Code”) designed to address and avoid potential conflicts of interest as required under Rule 204A-1 of the Advisers Act (the “Rule”).

This Rule requires us to adopt a code of ethics that sets forth a standard of business conduct and compliance with federal securities laws by all of our employees. Our Code contains policies and procedures designed to ensure that employees conduct their activities in such a manner as to avoid conflicts of interest or abuse of the employee’s position of trust and responsibility.

Our Code requires, among other things, that employees:

- Act with competence, dignity, integrity, and in an ethical manner, when dealing with limited partners, the public, prospects, third-party service providers and fellow employees;
- Place the interests of limited partners in the Partnerships, and the interests of EIP above one’s own personal interests;
- Adhere to the fundamental standard that employees should not take inappropriate advantage of their position;
- To the extent practicable, report to EIP’s chief compliance officer, and disclose or otherwise mitigate, any conflicts of interest that are material to limited partners and the Partnerships;
- Conduct personal securities transactions in a manner consistent with the Code;
- Use reasonable care and exercise independent professional judgment when conducting analysis of investment opportunities, making investment recommendations, taking investment actions, and engaging in other professional activities;
- Abide by the requirements contained in the Advisers Act, and rules thereunder, as well as other applicable provisions of the federal securities laws.

A copy of our Code will be provided to any client or prospective client upon request.

Employees of EIP may have a material investment in our Partnerships. Therefore, we are considered to participate in transactions effected for the Partnerships. We do not believe this

arrangement presents any material conflicts of interest since our interests and our employees' interests are aligned with the interests of the limited partners in such Partnerships.

Brokerage Practices

EIP does not use securities brokers in connection with its real estate investment activities.

Review of Accounts

Investments held by the Partnerships are monitored and reviewed on a continuous basis by our investment team. The investment team meets regularly to discuss the Partnerships' portfolios, investment ideas, economic developments, current events, and other issues related to current investments and potential investment opportunities.

EIP provides reports, financial statements, and capital account statements to each limited partner on a quarterly basis. An independent accounting firm of recognized national standing prepares annual audited financial statements, which EIP delivers to each limited partner annually. The annual reports include audited financial statements and capital account statements, as well as tax information.

Client Referrals and Other Compensation

Trailing fees are paid to a placement agent for referring limited partners to EIP II. Such fees are paid by EIP II but reduce on a dollar-for-dollar basis the management fees paid to EIP by EIP II. EIP does not have any active relationships whereby placement agents are actively referring limited partners to EIP.

Custody

All cash assets of the Partnerships are held in custody by an unaffiliated qualified custodian bank. Because EIP is an SEC-registered investment advisor it is subject to a number of requirements imposed by Rule 206(4)-2. To comply with Rule 206(4)-2 and to provide meaningful protection to limited partners, each Partnership is subject to an annual audit by an independent public accounting firm registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board. The audited financial statements are prepared in accordance with generally accepted accounting principles, and are distributed to each limited partner within 90 days of the Partnership's fiscal year end.

Investment Discretion

The limited partnership agreements of each Partnership provide that EIP or an affiliate, as the general partner of such Partnership, have exclusive and complete authority and discretion in managing the business and affairs of such Partnership, subject only to specific and express limitation provided therein. Thus, without obtaining specific consent from a Partnership or its limited partners for each transaction, we have discretionary authority to make investment decisions for the Partnerships.

Voting Client Securities

The Partnerships hold interests in investment vehicles that they control or, in the case of EIP Investors, in which they share control.

Financial Information

EIP has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.