

**FORM ADV PART 2A  
DISCLOSURE BROCHURE**

**Item 1     Cover Page**



**Arroyo Energy Investment Partners LLC**

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**June 1, 2015**

This brochure provides information about the qualifications and business practices of Arroyo Energy Investment Partners LLC. If you have any questions about the contents of this brochure, please contact us at (281) 825-5495. 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.

Additional information about Arroyo Energy Investment Partners LLC is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**Item 2      Material Changes**

Arroyo Energy Investment Partners LLC is a new registrant. Therefore, this is our initial “Disclosure Brochure.” Our next annual update to our Disclosure Brochure will address “material changes” since the date of this initial brochure, and if there are material changes to our Disclosure Brochure since this initial brochure, we will deliver a current Disclosure Brochure to our clients within 120 days after the end of our fiscal year. A copy may also be downloaded from the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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#### Item 4 Advisory Business

##### A. Background and Principal Owners

Arroyo Energy Investment Partners LLC (“**Arroyo**”) or (the “**Manager**”) is a Delaware limited liability company that was formed in 2014 and has not yet begun operations. Arroyo will operate as an energy-focused investment management firm targeting North and South American energy assets in the power and midstream space. Arroyo is headquartered in The Woodlands, Texas and has an additional office in Santiago, Chile. Arroyo is controlled and managed by David Field, Chuck Jordan, and Tony Hopkins (the “**Partners**”), who collectively have more than 50 years of experience in the wholesale gas and power sectors, 40 years of executing transactions following this investment model, and 12 years of working together as a team. In addition to the Partners, the initial investment team will include Matt Ginzberg, Felipe Pinto, and Rudolph Araneda (together, the “**Investment Team**”).

David Field and Chuck Jordan, the Founding Partners of Arroyo, founded a \$500 million fund, Arroyo Energy Investors I (“**AEI I**”), in 2003 and operated it under a similar investment strategy as the strategy Arroyo plans to implement going forward. The Bear Stearns Companies Inc. (“**Bear Stearns**”) was the sole investor of AEI I. Following JP Morgan’s acquisition of Bear Stearns in 2008, the Investment Team continued to manage the AEI I investments as principals within JP Morgan’s Global Commodities Principal Investment Division. AEI I is no longer making new investments. Pursuant to a Commercial Management Agreement (the “**Commercial Management Agreement**”) between J.P. Morgan Ventures Energy Corporation (“**J.P. Morgan**”) and Arroyo, Arroyo will provide advisory services to J.P. Morgan with respect to AEI I until all of its current investments are liquidated.

Arroyo will provide discretionary investment advisory and management services for private equity funds and certain co-investment and parallel investment vehicles. Arroyo expects to close on its first fund client raised and invested by Arroyo in July 1, 2015, Arroyo Energy Investors Fund II, L.P. (the “**Fund**” and, together with other private equity funds and co-investment and parallel investment vehicles launched after the date hereof, the “**Funds**”; the Funds are Arroyo’s “**Fund Clients**”). Funds will typically be formed as a limited partnership with affiliate(s) of Arroyo acting as the general partners of the Funds. In certain cases, some of the investment vehicles used to facilitate Funds’ investments may have corporate or other structures and may or may not be domiciled in the United States.

##### B. Types of Advisory Services

Initially, Arroyo will only provide investment advisory and management services to the Fund. Arroyo intends to realize medium and long-term capital appreciation for its Fund Clients by investing their assets in the power and midstream energy infrastructure sectors in the Americas. In the future, Arroyo may manage additional Funds.

Arroyo may invest the Fund alongside strategic, financial or other third party co-investors, and may offer to certain of the Fund’s investors (the “**Investors**”) or other persons the opportunity to participate in co-invest vehicles that will invest in certain portfolio companies alongside the 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.

Arroyo’s investment advisory services to the Fund will include sourcing, investigating, analyzing, structuring and negotiating potential investments, monitoring the performance of portfolio companies, and advising the Fund as to disposition opportunities. Arroyo will tailor

its advisory services to the Fund in accordance with the Fund's investment strategy, as disclosed in the Fund's private placement memoranda, management agreements and partnership agreements (the "***Offering Documents***"). Additional specific details of the Adviser's advisory services will be set forth in the Fund's Offering Documents and are further described below in Item 8, "Methods of Analysis, Investment Strategies and Risk of Loss."

Arroyo's services with respect to AEI I will consist principally of monitoring the performance of its portfolio companies and advising with respect to disposition opportunities.

Outside of the services described above, Arroyo offers no other advisory or management services (e.g., financial planning, quantitative analysis, tax planning or market timing services). In the future, Arroyo may provide "asset management" services to Fund Clients to meet day-to-day treasury, accounting, tax and regulatory obligations, and such services will be provided at market rates; however, Arroyo does not currently provide such services.

C. Tailoring of Advisory Services

As noted in Item 4(B) above, Arroyo will tailor the advisory services provided to the Fund to meet the investment strategy set forth in the Fund's Offering Documents. However, Arroyo will not tailor its advisory services to the needs of the individual Investors, and Investors may not impose restrictions on the securities or types of securities in which the Fund invests.

D. Wrap Fee Programs

Arroyo does not offer or participate in wrap fee programs.

E. Assets Under Management

As of the date of this brochure, Arroyo has not yet begun operations and does not have any assets under management.

**Item 5** **Fees and Compensation**

A. Our Compensation

As detailed below, Arroyo may receive management fees and carried interest in connection with providing investment advisory services to Fund Clients.

With respect to the Fund, generally, Investors pay management fees quarterly in advance based on the Fund's aggregate capital commitments during its investment period, and based on invested capital thereafter, until the termination of the Fund. Arroyo or an affiliated entity, in its sole discretion, may waive or reduce the management fees to be paid by any Investor, including Investors that are principals, employees or affiliates of Arroyo, or relatives of such persons, and for certain large or strategic investors. Please see the Fund's Offering Documents for a detailed description of the management fee calculations.

Arroyo or an affiliated entity may also receive a carried interest or other performance-based allocation from the Fund, generally at the time of an investment's disposition and the corresponding distribution of cash to the Investors. Arroyo or an affiliated entity may, in its sole discretion, waive or reduce the carried interest or other performance-based distributions to be paid by any Investor, including Investors that are principals, employees or affiliates of Arroyo, or relatives of such persons.

The management fees otherwise payable to Arroyo may be reduced to offset certain fees or expenses paid or due and payable by the Fund, including placement fees, excess organizational expenses, and all transaction, break-up, advisory, director or other similar fees.

Arroyo may have a conflict of interest to the extent, for example, it is incentivized to make an investment to earn a transaction fee or provide a service to a particular portfolio company to earn a director or monitoring fee. However, Arroyo believes that this potential conflict of interest is mitigated by the management fee offset mechanic described above.

For additional information regarding the fees charged to the Fund, Investors and prospective investors should refer to the Fund's Offering Documents.

With respect to AEI I, Arroyo will be compensated by J.P. Morgan on an hourly basis in respect of services provided by Arroyo personnel with respect to AEI I. To the extent Arroyo is compensated on such basis, Arroyo may be incentivized to spend additional time with respect to AEI I activities. However, Arroyo believes that this potential conflict of interest is mitigated by the incentive fee structure in place for the Fund.

B. How We Collect Fees

With respect to the Fund, the management fee will be payable by the Fund quarterly in advance and will be deducted from the Fund's account. Carried interest will be allocated and paid to the general partner of the Fund at the time distributions are made to the Investors in the Fund. With respect to AEI I, Arroyo invoices J.P. Morgan monthly.

C. Other Fees or Expenses

The Fund will bear all expenses incurred in its formation and the offering of its interest up to an amount not to exceed \$3 million. Generally, the Fund will also pay all costs, expenses and liabilities in connection with its ongoing operations, as more fully defined and described in the Fund's Offering Documents. Except as otherwise described in the Fund's limited partnership agreement, expenses, investment advisory and other fees may be paid over the term of the Fund.

Generally, Arroyo or an affiliated entity will pay the compensation and overhead expenses of the personnel who act on their behalf. Fund Clients will be responsible for all fund-related expenses, including all travel and other out-of-pocket expenses incurred in connection with potential investments and the evaluation, acquisition, ownership, sale, hedging or financing of any investment, all litigation-related and indemnification expenses, all taxes imposed on fund subsidiaries and all administrative expenses.

On occasion, personnel of Arroyo may provide accounting, reporting, data processing, legal, environmental, investment-level management and servicing, market research, and other similar services to its Fund Clients that would otherwise be performed by third parties. In such event, the Fund Clients will reimburse Arroyo at cost for such services, including employment costs and related overhead expenses, as reasonably determined by Arroyo, provided that such reimbursements will not exceed the amount payable if such services were provided by third parties on an arms' length basis.

To the extent that any fees, costs and expenses are incurred for the benefit of more than one Fund Client, Arroyo may allocate such expenses amongst the Fund Clients (or, in certain cases, amongst the relevant Fund Client and Arroyo). Any such allocation would be made on a basis reasonably believed by Arroyo to be fair and equitable based on relevant facts, such as

the relative size of the participating Fund Clients, the activity of the Fund Clients and the particular circumstances that caused the expense to be incurred with respect to each entity. Arroyo will evaluate, and change, any such allocation practices to ensure that such allocation are based on a sound method.

D. Advance Payment

Investors will pay management fees quarterly in advance until the termination of the respective Fund. Installments of the management fee payable for any period other than a full quarterly period will be adjusted on a pro rata basis according to the actual number of days in such period.

E. Compensation for Sales of Securities

Neither Arroyo nor any of its supervised persons accepts compensation for the sale of securities or other investment products.

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

As noted in Item 5(A) above, Arroyo or an affiliated entity will receive from the Fund a performance-based distributions in the form of a carried interest. The existence of performance-based compensation may create an incentive for Arroyo or the affiliated entity to cause the Fund to make investments that are more speculative than would otherwise be the case in the absence of such performance-based compensation. In addition, the method of calculating the carried interest may result in conflicts of interest between Arroyo or the affiliated entity, on the one hand, and the Investors, on the other hand, with respect to the management and disposition of investments, including the timing and sequence of such dispositions. However, such incentives are mitigated by Arroyo's affiliates' personal investment in the Fund and the fact that losses will reduce the performance of the Fund and thus, Arroyo's or the affiliated entity's compensation.

If Arroyo were to advise additional Funds in the future, Arroyo may be incentivized to favor one client over another if the calculation of incentive distributions differed between the Fund and the other Funds. However, such potential conflicts are mitigated by restrictions on forming a new fund that would compete with the Fund for similar investments until the Fund is substantially invested or committed for investment or until the end of the Fund's investment period.

**Item 7 Types of Clients**

As noted in Item 4, Arroyo will provide portfolio management services to the Fund. In the future, the Manager may provide portfolio management services to other Funds under domestic or foreign laws and operated as exempt investment pools under the Investment Company Act of 1940, as amended. The Investors participating in the Fund 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 Arroyo. Arroyo also provides advisory services to JP Morgan in respect of AEI I.

The minimum initial investment in the Fund will be \$10,000,000, though lesser amounts may be accepted at the sole discretion of Arroyo Energy Investors Fund II GP, L.P., the Fund's general partner (the "**General Partner**"). The General Partner will only admit into the Fund Investors who qualify as both "accredited investors," as defined under the Securities Act of 1933, as amended (the "**Securities Act**"), and "qualified purchasers," as defined under the Investment Company Act of 1940, as amended. Generally, an "accredited investor" includes (a) a person with an individual net worth, or joint net worth with the person's spouse, that exceeds \$1,000,000 (excluding the value of such persons primary

residence) and (b) a person with income exceeding \$200,000 in each of the two most recent years or joint income with a spouse exceeding \$300,000 for those years and a reasonable expectation of the same income level in the current year. Largely, a “qualified purchaser” includes a person or company who owns not less than \$5,000,000 in investments.

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

### **A.      Analysis and Strategies**

The Fund will be a private investment fund with a broad investment mandate. Primarily, the Fund intends on realizing medium and long-term capital appreciation by making investments in the power and midstream energy infrastructure sectors in the Americas. The individuals within the Investment Team have been developing and executing their investment strategy over the past 20 years, including in respect of AEI I, to deliver what Arroyo believes are superior risk-adjusted returns within the North and South American power and midstream space, as detailed further below.

#### **Disciplined and Direct Sourcing**

The Investment Team has a proven expertise in identifying and acquiring power and midstream investment companies that have potential for material improvements in financial performance at lower risk. The Investment Team has remained disciplined in only sourcing investments that fit its investment strategy and has avoided targets outside of its core management expertise. To mitigate potential risks, the Investment Team will seek to target quality assets with strong operating histories that typically have five to seven years of stable, predictable operating margins that support base case returns. However, Arroyo will only seek opportunities where the Investment Team is also able to establish cogent and executable commercial strategies to realize additional upside value (as detailed below). The primary commercial strategies Arroyo will seek to employ for the Fund are expected to be typically revenue focused, with the aim of increasing the amount of operating margins at the project, while reducing the risk associated with achieving such increased margins.

Related to this discipline is Arroyo’s ability to identify, conduct due diligence regarding, and underwrite its investments on a self-sourced basis outside of the mainstream marketing efforts of brokers and investment bankers. Every single asset in AEI I’s portfolio was originated on a proprietary basis, and the Investment Team has developed extensive networks in both North and South America over the past 25 years, which the team hopes will allow it to source deals on a proprietary basis that fits its investment screen.

#### **Delivering Value to Projects**

Arroyo will be actively involved in the day-to-day management of each investment and will typically seek control positions. In the instance that it acquires a minority interest, Arroyo expects to employ control mechanisms that it believes will ensure Arroyo’s ability to execute the commercial strategies for value enhancement it has identified.

The primary commercial strategies for which the Investment Team has a proven track record and expertise in successfully implementing include (a) the unbundling and restructuring of the existing contractual framework around the asset to increase operating margins; (b) the negotiation of incremental commercial fuel input and/or off-take agreements with both existing and new counterparties in order to reduce risk and enhance operating margins; (c) developing brownfield capacity; and (d) driving operational improvement. Arroyo will seek to continue the successful implementation of these strategies for the Fund.



## **Technical Expertise to Execute and Manage**

The Investment Team believes it is able to carry out highly specialized diligence and M&A processes within expedited timeframes due to their in-house M&A, engineering, regulatory and financial backgrounds. The Investment Team believes that their collective skillset will provide Arroyo with a competitive advantage to win projects and implement business plans successfully alongside local management teams.

Arroyo will aim to identify opportunities for commercial upside during the diligence phase of a potential investment and will seek to lead all the key commercial initiatives post acquisition. However, Arroyo will typically partner with highly qualified operators to manage the day-to-day industrial activity at the project level and will typically engage “asset managers” who fulfill the day-to-day treasury, accounting, tax and regulatory obligations for the investment company. These two sets of service providers will manage the steady-state activity at the investment company, while the Investment Team at Arroyo will direct and execute the key commercial initiatives to achieve the upside value.

### **B. Material Risks**

The various risks outlined below are not the only risks associated with our investment strategy and processes and may not necessarily apply to each client or Investor. Investors are urged to consult with their own independent financial, legal, and tax advisors before making any investment decisions. With respect to the Fund, the following risks are qualified in their entirety by the risks set forth in the offering documents.

Investment in the Fund will involve certain risks. Certain of these risks are summarized below. The Fund may not be suitable for all investors and is intended for sophisticated investors who can accept the risks associated with its investments. Investors will not have recourse except with respect to the assets of the Fund.

#### **General Risks**

*No Assurance of Investment Return; Past Performance Not Indicative of Future Results.* Arroyo and the General Partner cannot provide assurance that they will be able to identify, choose, make or realize investments of the type targeted for the Fund, or that the Fund will be able to fully invest or use the total capital commitments. There can be no assurance that the Fund will be able to make general returns for the Investors or that returns will be commensurate with the risks of the investments within the Fund’s investment objectives. Although certain of the Fund’s investments may generate current income in the form of cash interest, there can be no assurance of such income, and the return of capital and the realization of gains, if any, from the Fund’s investments may occur only upon the partial or complete disposition of such investments through the trade sale, public offering, recapitalization, refinancing or secondary buyout of the debt issuers, as to which there can be no certainty. The Fund’s investments are speculative in nature and there can be no assurance that the Fund’s investment objectives or targeted or illustrative returns will be achieved or that, particularly in light of the Fund’s potential use of leverage, there will be any return of capital. Many of the investments will be highly illiquid, and there can be no assurance that the Fund will be able to realize such investments in a timely manner. Therefore, an investor should only invest in the Fund if such investor can withstand a total loss of its investment. The performance of portfolio investments of other funds sponsored by Arroyo is not necessarily indicative of the results that will be achieved by the Fund. There can be no assurance that the Fund will achieve its investment objectives. The Fund will not be a complete investment program and should represent only a portion of an investor’s portfolio

management strategy.

*Investors May Not Receive Distributions.* There can be no assurance that the Fund's operations will be profitable or that cash from investments will be sufficient to enable the Fund to make distributions to Investors. The Fund will have no source of funds from which to pay distributions to the Investors other than income and gains received from investments and the return of capital.

*The Management Fee Will Be Paid to Arroyo Regardless of Fund Performance.* Whether or not suitable investment opportunities are available to the Fund and regardless of whether the Fund experiences net losses in a particular year or over the terms of the Fund, Investors will be required to make payments to the Fund to cover the management fee and reimbursement of certain expenses.

### **Risks Relating to the Fund's Strategies**

*Nature of Investment in the Fund.* An investment in the Fund requires a long-term commitment, with no certainty of return. Although some investments may generate current income, many investments will generate little or no near-term cash-flows to the investors as a return of capital and the realization of gains, if any, will generally occur only upon the partial or complete disposition of an investment. Many of the Fund's investments will be highly illiquid, and there can be no assurance that the Fund will be able to realize returns on such investments in a timely manner. Consequently, dispositions of such investments may require a lengthy time period or may result in distributions in kind to the investors. Additionally, the Fund typically will acquire securities that cannot be sold except pursuant to a registration statement filed under the Securities Act, or in a private placement or other transaction exempt from registration under the Securities Act and that complies with any applicable non-U.S. securities laws. Certain of the Fund's investments may be in businesses with little or no operating history. Certain of the Fund's investments may be in businesses with high levels of debt or may be investments in leveraged acquisitions; leveraged acquisitions by their nature require companies to undertake a high ratio of fixed charges to available income. Leveraged investments are inherently more sensitive to declines in revenues and to increases in expenses. The Fund's investments will be concentrated in the North and South American power and midstream energy industry; therefore, adverse changes in the industry could materially adversely affect the Fund. Since the Fund may only make a limited number of investments, and since the Fund's investments generally will involve a high degree of risk, poor performance by a few of the investments could severely affect the total returns to the Partners. The performance of previous investments managed by the members of the Investment Team is not necessarily indicative of the results that will be achieved by the Fund. There can be no assurance that the Fund's Target Net Return will be attained.

*Competition.* The business of the Fund is highly competitive. Arroyo will be competing for investments against other groups, including other private equity investment and hedge funds, large and well-capitalized industrial groups, project developers and operators, strategic companies, such as MLPs and oil and gas production companies, and commercial, investment and merchant banks. Some of these competitors could have financial and strategic resources significantly in excess of those of the Fund, may be willing to provide financing and other operational assistance to power and midstream energy companies on more favorable terms than the Fund and may make competing offers for investment opportunities that are identified by the Fund. It is possible that competition for appropriate investment opportunities may increase, thus reducing the number of opportunities available to the Fund and adversely affecting the terms upon which investments can be made. Consequently, Arroyo may be unable to identify a sufficient number of attractive investment opportunities for the Fund to

meet its investment objectives. Other investors may make competing offers for investment opportunities that are identified, and even after an agreement in principle has been reached with the board of directors or owners of an acquisition target, consummating the transaction is subject to a myriad of uncertainties, only some of which are foreseeable or within the control of Arroyo or the General Partner.

*Investment Due Diligence and Research; Reliance on Corporate Management and Financial Reporting.* Pursuant to its investment strategy, the Fund may acquire stakes in target companies without direct discussions with the management of such companies. Therefore, the due diligence information on which the Fund relies may be difficult to obtain, limited in scope or inaccurate. While Arroyo intends to invest in companies with proven operating management in place, there can be no assurance that such management will continue to operate successfully. Although Arroyo will monitor the performance of each investment, the Fund may rely upon management to operate the portfolio companies on a day-to-day basis.

### **Risks Relating to Portfolio Investments**

*Investment Outside of the United States.* Certain of the Fund's investments are expected to be in businesses operating or organized outside of the United States, including significant investments in countries that are considered to be "emerging markets." Investments outside of the United States involve a broad range of economic, non-U.S. currency and exchange rate, political, legal and financial risks not typically associated with, and in addition to risks with respect to, investments in the securities of U.S. companies.

*Investments in Leveraged Companies.* The Fund may invest in securities of highly leveraged companies. While these investments are likely to be particularly risky, they also may offer the potential for correspondingly high returns. In addition, each of the Fund's portfolio companies or their assets may be pledged to third-parties, including senior lenders, and could be foreclosed upon or otherwise acquired by such parties under certain circumstances, including an incipient or unremedied default. Under certain circumstances, payments to the Fund and distributions by the Fund to the Limited Partners may be reclaimed if any such payment is later determined to have been a preferential payment.

*Financial Market Conditions Risk.* Investments may require large and various forms of financing. In some cases, the Fund will only be able to make investments to the extent that financial market conditions and other factors are such that banks and other lenders and investors are willing to enter into debt financing undertakings on terms and conditions that do not adversely affect a portfolio company of the Fund. In other cases, the Fund may seek to acquire assets from lenders that have assumed control after loan defaults by prior owners and the Fund will need to negotiate suitable financing terms with these lenders.

Given the relatively high levels of debt that may be undertaken by portfolio companies, any material increase in interest rates or risk margins could have a detrimental effect on investment returns. Further, a material increase in interest rates or risk margins during the term of the Fund could materially and adversely affect its ability to exit its investments.

*Hedging.* The Fund may utilize instruments such as forward contracts, currency options and interest rate swaps, caps, collars and floors to seek to hedge against fluctuations in the relative values of its portfolio positions as a result of changes in currency exchange rates and market interest rates. The Fund will generally only sell securities or other assets short and enter into similar transactions for the purpose of hedging currency exposure or managing the duration of its portfolio positions. Such hedging transactions also limit the opportunity for gain. The success of hedging transactions will be subject to the ability of the General Partner to

correctly predict movements in and the direction of currencies and interest rates. Unanticipated changes in currency exchange rates or interest rates may negatively impact the overall performance of the Fund. In the event of an imperfect correlation between a position in a hedging instrument and the portfolio position that it is intended to hedge, the desired protection may not be obtained and the Fund may be exposed to additional risk of loss. It is not possible to hedge fully or perfectly against currency fluctuations affecting the value of securities denominated in non-U.S. currencies because the value of those securities is likely to fluctuate as a result of independent factors not related to currency fluctuations. The General Partner may determine in its sole discretion to cause the Fund not to hedge against certain risks, and certain risks may exist that cannot be hedged. There can be no guarantee that instruments suitable for hedging market shifts will be available at the time when the Fund wishes to use them. The Fund's hedging arrangements that are undertaken through brokers, banks or other organizations will subject the Fund to the risk of default or insolvency of such organizations. In such event, there can be no assurance that any money advanced to such organizations would be repaid or that the Fund would have any recourse in the event of non-payment.

*Commodities and Futures Trading.* Interests in oil and gas, among other things, are commodities. The Fund may trade futures contracts in order to hedge against fluctuations in commodity prices. A principal risk in trading futures contracts is the traditional volatility (rapid fluctuation) in market prices. Because of the low margin deposits typically required in futures contract trading, a relatively small movement in the market price of a futures contract may result in a disproportionately large profit or loss. Commodity futures positions may also be illiquid. Certain commodity exchanges do not permit trading in particular futures beyond certain set limits. If prices fluctuate during a single day's trading beyond those limits – which conditions have in the past sometimes lasted for several days in certain contracts – the General Partner could be prevented from promptly liquidating unfavorable positions and thus the Fund could be subject to substantial losses. In addition, the Fund may trade foreign futures or options contracts. Transactions on markets located outside the United States, including markets formally linked to a United States market, may be subject to regulations which offer different or diminished protection to the Fund and its investors. Further, United States regulatory authorities may be unable to compel the enforcement of the rules of regulatory authorities or markets in non-United States jurisdictions where transactions for the Fund may be effected.

Pursuant to an exemption from registration under Commodity Futures Trading Commission (the “*CFTC*”) regulations, Arroyo is not required to register, and is not registered, with the CFTC or with the National Futures Association (“*NFA*”) as a Commodity Pool Operator (a “*CPO*”) or as a Commodity Trading Advisor (“*CTA*”). To comply with the exemption, Arroyo is subject to specific limitations on the amount of commodities and futures that it can trade on behalf of the Fund. Should the Fund's investments in commodities or futures instruments exceed the limits provided by the applicable exemption from registration, Arroyo will either have to register with the NFA or cease providing commodity interest trading advice to the Fund and liquidate the Fund's holdings of commodities and futures which could result in losses and additional costs to the Fund.

*Nature of Investments in the Power Industry.* The operation of power facilities and certain other types of energy-related infrastructure or facilities involves many risks, including higher than anticipated operating and maintenance costs, loss of sale and supply contracts or fuel contracts, bankruptcy of key customers or suppliers, the breakdown or failure of pipelines, transmission lines, power generation equipment or other equipment or processes and performance below expected levels of output or efficiency. Although each project typically contains certain redundancies and back-up mechanisms and insurance is generally maintained

to protect against the effects of certain operating risks, such redundancies and back-up mechanisms may not cover every operating contingency, and the proceeds of such insurance may not be adequate to cover lost revenues or increased expenses.

*Project Risks.* Investing in the energy industry and related assets may be subject to a variety of risks, not all of which can be foreseen or quantified, including construction, operating, economic, environmental, permitting, commissioning, start-up, commercial, regulatory, political and financial risks. Most energy assets have unique locational and market characteristics, which could make them highly illiquid or appealing only to a narrow group of investors. Political and regulatory considerations and popular sentiments could also affect the ability of the Fund to buy or sell investments on favorable terms. Energy projects are generally heavily dependent on the operator of the assets. There are a limited number of operators with the expertise necessary to successfully maintain and operate energy investments. Energy assets are typically subject to extensive regulation in the jurisdiction where they are located and changes in regulations, or in the interpretation of regulations, or stricter enforcement of such regulations may adversely affect the value of the Fund's investments.

The Fund may also invest in early development stage projects involving risks of failure to obtain or substantial delays in obtaining: (i) land, right of way, environmental, safety or other regulatory approvals or permits; (ii) financing; and (iii) suitable equipment supply, operating and off-take contracts. Development projects, by their nature, involve additional substantial risks, including construction and other delays.

*Construction Risks.* The construction and development of any project involves many risks, including delays or shortages of construction equipment, material and labor, work stoppages, labor disputes, weather interferences, unforeseen engineering, environmental and geological problems, difficulties in obtaining requisite licenses or permits and unanticipated cost increases, any of which could give rise to delays or costs overruns. Arroyo may attempt to minimize construction-related risks through fixed-price construction contracts with experienced and creditworthy construction contractors, under which the contractors typically assume certain risks (though not risks related to force majeure events), such as the risk of unexcused delays in completion of construction and certain cost overruns; however, the use of fixed-price contracts may result in an increase in the overall price of the construction contract, and contractors may not be willing to enter into fixed-price contracts. Construction contracts typically require the contractor to carry substantial insurance or have adequate resources and to pay liquidated damages in the event of failure of performance by the contractor. There can be no assurance, however, that liquidated damages or insurance payments would be sufficient to pay for any increased costs or to replace reduced revenues resulting from a completed facility that does not meet, or is late in meeting, its performance specifications, that a contractor will honor its commitments or will have the financial resources to satisfy its obligations to make liquidated damages payments, or that any affected project would continue to operate at its design specifications after the expiration of the contractors' and equipment suppliers' warranties. Any such occurrence may adversely affect the overall performance of the Fund.

*Environmental Matters.* Energy infrastructure and resource companies are subject to numerous environmental laws and regulations, including those affecting air emissions, water quality, wastewater discharges, solid waste and hazardous waste, in each country in which they operate. These laws and regulations can result in increased capital, operating and other costs. These laws and regulations generally will require the Fund's portfolio companies to obtain and comply with a wide variety of environmental licenses, permits, inspections and other approvals. Compliance with environmental laws and regulations can require significant

expenditures, including expenditures for clean-up costs and damages arising out of contaminated properties. Compliance with existing and new and emerging environmental regulatory programs is likely to result in significant operating costs by the Fund's investments.

Failure to comply with environmental regulations may result in the imposition of fines, penalties and injunctive measures affecting the Fund's investments. The Fund's investments may not be able to obtain or maintain from time to time all required environmental regulatory approvals for operating assets or development projects. If there is a delay in obtaining any required environmental regulatory approvals, if a Fund portfolio company fails to obtain or comply with them or if environmental laws or regulations change or are administered in a more stringent manner, the operations of facilities or the development of new facilities could be prevented, delayed or become subject to additional costs.

In addition, increased regulation of exploration and production activities, including hydraulic fracturing, could result in reductions or delays in drilling and completing new crude oil and natural gas wells. The natural gas industry is increasingly relying on natural gas supplies from unconventional sources, such as shale, tight sands and coal-bed methane gas. Natural gas extracted from these sources frequently requires hydraulic fracturing, which involves the pressurized injection of water, sand and chemicals into a geologic formation to stimulate natural gas production. Recently, there have been initiatives at the federal and state levels to regulate or otherwise restrict the use of hydraulic fracturing, and several states have adopted regulations that impose more stringent permitting, disclosure and well-completion requirements on hydraulic fracturing operations. Legislation or regulations placing restrictions on hydraulic fracturing activities could impose operational delays, increased operating costs and additional regulatory burdens on exploration and production operators, which could reduce their production of unprocessed natural gas and, in turn, adversely affect the Fund's portfolio investments by decreasing the volumes of unprocessed natural gas gathered, treated, processed and transported in their pipelines.

Energy and resource companies are subject to numerous environmental laws and regulations in each country in which they operate. Some of the most onerous requirements regulate air emissions of pollutants such as sulfur dioxides, nitrogen oxides and particulate matter. In the United States, emission standards for sulfur dioxides, nitrogen oxides and particulate matter are stringent. Additionally, in the United States, generators are now subject to limits on their emissions of mercury. Under the laws of several U.S. states, generators also face new requirements on their emissions of greenhouse gases, specifically including carbon dioxide. The uncertain and ever-changing regulatory environment in which generators operate in the United States makes it likely both that generators will face increased operating costs in the years ahead and that the relative competitive position of various fuel types and generation technologies will change. Certain possible changes in the environmental laws and regulations applicable to generators in the United States could affect the performance of one or more of the Fund's investments to an extent that would have a material adverse effect on the Fund. The environmental liability risks related to power generation and other power facilities or other tort liability in excess of insurance coverage may adversely affect the value of the Fund's portfolio companies and the overall performance of the Fund.

Similarly, certain countries in South America have recently increased their regulation of the environment or adopted more stringent environmental laws or regulations. These countries may further tighten their environmental laws. Stricter environmental laws may increase compliance costs by South American companies or require them to modify the conduct of their businesses. These laws may provide the governments of these countries with the power to take action against companies for failure to comply with such environmental

regulations, including the imposition of fines and the revocation of licenses and concessions. The Fund may experience material losses due to these risks, particularly to the extent that changes in laws or regulations or governmental action occurs after the Fund makes its investments or results in higher than expected compliance costs.

In addition, portfolio investments can have a substantial environmental impact. As a result, community and environmental groups may protest about the development or operation of the Fund's portfolio companies, and these protests may induce government action to the detriment of such portfolio companies or other nearby facilities. Ordinary operation or occurrence of an accident with respect to portfolio companies could cause major environmental damage, which may result in significant financial distress to the particular asset. In addition, the costs of remediating, to the extent possible, the resulting environmental damage and repairing relations with the affected community, could be significant.

### **Fund and Manager Risks**

*Dependence on Key Personnel.* The success of the Fund depends in substantial part on the skill and expertise of the Principals and other employees of Arroyo. There can be no assurance that such persons will continue to be employed by Arroyo throughout the life of the Fund. The loss of key personnel could have a material adverse effect on the Fund. Arroyo and its Principals will devote such time and effort as they deem necessary for the management and administration of the Fund's business. However, Arroyo and its Principals may engage in various other business activities, including, but not limiting to, providing services to AEI I, and consequently, they may not devote their complete time to Fund business.

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

*Lack of Investor Management Rights.* Investors have no right or power to take part in the management of the Fund and will only have limited rights to remove the General Partner. Accordingly, an investor should not purchase an interest in the Fund (the "**Interests**") unless such investor is willing to entrust all aspects of the management of the Fund to Arroyo and the General Partner.

*Reliance on Management of Portfolio Companies.* While it is the intent of the General Partner to invest in companies with proven operating management in place, there can be no assurance that such management will continue to operate successfully. Although Arroyo will monitor the performance of each investment, the Fund will rely upon management to operate the portfolio companies on a day-to-day basis.

*Restrictions on Transfers and Withdrawal and No Public Market.* The Interests will not be registered under the Securities Act or any state securities laws and may not be transferred unless registered under applicable federal and state securities laws or unless an exemption from such laws is available. The Fund has no plans, and is under no obligation, to register the Interests under the Securities Act. No market exists for the Interests and no market is expected to develop. Further, the Limited Partners may not transfer or assign their Interests without the prior written consent of the General Partner, which consent may be withheld in its sole discretion, and the transferred Interests will be subject to the terms and conditions of the Partnership Agreement. Consequently, Investors may not be able to liquidate their investments prior to the end of the Fund's term.

For a more complete discussion of Fund risks, please refer to the Fund's private placement memorandum.

**Item 9      Disciplinary Information**

Arroyo has no legal or disciplinary events that are material to an investor's evaluation of this advisory business or the integrity of our management to disclose.

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

A.      Broker-Dealer Registration

Arroyo is not registered as a broker-dealer or a registered representative of a broker-dealer, nor does it have any pending application to register.

B.      Futures and Commodities Registration

Arroyo is not registered as a futures commission merchant, commodity pool operator, commodity trading advisor, or associated party of any of those, nor does it have any pending application to register as such.

C.      Related Persons

Arroyo does not have any relationships that are material to its advisory business or to its clients with any related person listed below:

1. broker-dealer, municipal securities dealer, or government securities dealer or broker;
2. investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund);
3. other investment adviser or financial planner;
4. futures commission merchant, commodity pool operator, or commodity trading advisor;
5. banking or thrift institution;
6. accountant or accounting firm;
7. lawyer or law firm;
8. insurance company or agency;
9. pension consultant;
10. real estate broker or dealer; or
11. sponsor or syndicator of limited partnerships.

D.      Conflicts of Interest

The Manager will not be compensated for recommending or selecting other investment advisers for its clients. The Manager also has no other business relationships with such advisers that will create a material conflict of interest.

Advisory agreements between Arroyo and/or its affiliates and its Fund Clients will require Arroyo and its affiliates to act in a manner that it considers fair, reasonable and equitable in allocating investment opportunities to such clients but are not otherwise expected to impose any specific obligations or requirements concerning the allocation of time, effort or investment opportunities to its Fund Clients or any restrictions on the nature or timing of investments for the proprietary account of Arroyo, its affiliates or their respective principals, or for other accounts which Arroyo or its affiliates may manage. Arroyo professionals will



not be obligated to devote any specific amount of time to the affairs of any Fund Client, and Arroyo and its affiliates will not be required to accord exclusivity or priority to a Fund Client in the event of limited investment opportunities.

For certain Fund investments, Arroyo may raise follow-on Funds that co-invest alongside Fund transactions that required more capital than the diversification limits that a Fund is permitted according to its offering documents. Arroyo also expects there may be additional opportunities for the Fund to invest alongside other Funds in the future. Arroyo will be highly focused on managing conflicts of interest, including cases where they may be cross-fund investing. Arroyo will work closely with the advisory committees of the applicable Funds to help ensure that all potential conflicts are properly managed.

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

Arroyo has a fiduciary responsibility to treat its clients fairly and to avoid actual or potential conflicts of interest. The employees of Arroyo have an obligation to act solely in the best interests of Arroyo's clients and to make full and fair disclosure of all material facts, particularly where the clients' interests may conflict with the interests of Arroyo or its employees.

##### **A.     Code of Ethics**

Arroyo will adopt, and require all employees to understand, acknowledge and follow, a Code of Ethics. The fiduciary principles that govern personal investment activities of employees will be, at a minimum, the following: (1) to place the interests of clients first at all time; (2) to conduct personal securities transactions in a manner that is consistent with Rule 204A-1 of the Advisers Act and in such a manner so as to avoid any actual or potential conflict of interest, or any abuse of an individual's position of trust and responsibility; and (3) to provide clients with advisory services in a way that never takes inappropriate advantage of Arroyo's position. Arroyo will institute a policy that the interest and privacy of clients always comes first and all employees will conduct themselves in accordance with the highest standards of integrity, honesty and fair dealing. Arroyo will monitor compliance with the Code on an ongoing basis, and employees may be subject to disciplinary actions as severe as dismissal for certain infractions. Arroyo's Code of Ethics will be available to Investors and prospective investors upon request.

##### **B.     Participation or Interest in Client Transactions**

In the future, when two or more Funds or pooled investment vehicles are formed as part of the same Fund for making the same investments, Arroyo will allocate investments made by such pooled investment vehicles based on their relative partners' commitments, subject to any limitations in the applicable partnership agreements.

Arroyo may serve as investment manager to certain co-invest vehicles that invest alongside the Funds in certain portfolio companies. Certain affiliates and personnel of Arroyo, 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. Generally, Arroyo 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.

Arroyo will not generally recommend that its Fund Clients invest in securities in which any related person has a material financial interest. Arroyo's related persons may personally

invest in Fund Clients and, therefore, may hold the same or similar partnership interests as other investors in Fund Clients.

C. Personal Securities Investing

Under certain circumstances, related persons of Arroyo may invest alongside the Fund. Such co-investment rights may result in the Fund investing less capital than it otherwise would have in such transactions. Each such related personal transaction would be separately identified and made strictly in accordance with the terms of the Fund's offering documents and Arroyo's Code of Ethics. To manage this conflict of interest, Arroyo's Code of Ethics would require its employees to obtain prior written approval from Arroyo's Chief Compliance Officer (the "CCO") before engaging in any transactions in his/her personal account that involve the direct or indirect purchase or sale of any privately offered security. Such employee transactions will be reviewed in the best interests of the Fund and will be denied by the CCO if there is risk of potential material adverse consequences to the Fund.

D. Personal Securities Trading

As discussed in Item 11(c) above, Arroyo will put procedures in place to adequately monitor the personal securities transactions entered into by its employees. In addition, to avoid the misuse of material non-public information or confidential client information, Arroyo will maintain a restricted list of securities in which Arroyo and its employees may not trade.

**Item 12 Brokerage Practices**

A. Selection of Broker-Dealers

As noted in Item 4, Arroyo will primarily offer investment advice with regard to a broad range of energy-related private investments, rather than advice and execution with respect to securities traded through broker. Thus, Arroyo, as a matter of policy, will not affect soft dollar transactions and will not enter into soft dollar arrangements with respect to transactions for the Fund. If Arroyo determines to use soft dollars in the future, it will endeavor to do so within the "safe harbor" provided by Section 28(e) of the Securities and Exchange Act of 1934 and implement appropriate policies and procedures at that time. Although Arroyo may receive proprietary research from certain brokerage firms, it will not take the value of such research into account when selecting a broker. Instead, Arroyo will select a brokerage firm that it believes is in the best interest of the Funds.

B. Aggregation of Securities for Client Accounts

Initially, Arroyo will not aggregate the purchase or sale of securities for its clients since Arroyo will only have one investing client at the outset, the Fund, and the Fund will not regularly invest in publicly traded securities. If and when Arroyo has clients other than the Fund and such clients invest in publicly traded securities, Arroyo may, but will not be required to, aggregate order to achieve more effective execution or to provide for equitable treatment among Funds and their Investors. Funds participating in aggregated trades would be allocated securities based on the average price achieved for such trades.

**Item 13 Review of Accounts**

A. Periodic Review of Client Accounts

The Principals and other professionals employed by Arroyo will monitor the performance of investments of its Fund Clients on a regular basis, including the evaluation of additional investment opportunities in the case of the Fund. These professionals will monitor operations, financial performance and strategic direction of each investment owned by the Fund Clients. Fund Clients and their investors will receive periodic reports (typically quarterly and annually) consistent with the requirements of each fund's offering materials. Each investor will also be provided with annual audited financial statements and unaudited quarterly statements of their capital.

B. Frequency of Review

The General Partner will establish an "Advisory Committee" for the Fund whose voting members consist of investor representatives. The Advisory Committee will ordinarily meet with the General Partner on at least a semi-annual basis and at the General Partner's discretion. Items and matters which the Advisory Committee will consider and act on include, but are not limited to, potential conflicts of interest and methods of valuation.

C. Reports to Clients Regarding their Accounts

Fund Clients and their investors will receive annual audited financial statements and unaudited quarterly statements of their capital.

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

A. Other Compensation

No person, other than Fund Clients, will provide an economic benefit to Arroyo in exchange for providing investment advice or other advisory services to the Fund Clients.

B. Client Referrals

From time to time, Arroyo 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 one of the Funds. Such placement arrangements may be a flat fee or based on a percentage of commitments to a particular one of the Funds. FirstPoint Equity Partnership LLP has been engaged as a placement agent to assist in the placement of Interests in the Fund to certain of its clients and will generally be entitled to charge placement fees to the Fund in respect of such clients in amounts based on the size of an investment in the Fund.

**Item 15** **Custody**

Arroyo will use a qualified, unaffiliated third-party custodian to hold the required assets of the Funds in accordance with current SEC standards and guidance. Although Arroyo may be deemed to have custody of the underlying assets of its Fund Clients, Arroyo will rely on the "pooled investment vehicles" exemption from the reporting and surprise audit obligations imposed by the SEC's custody rule. Accordingly, Fund Clients will generally be 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 will then be provided to the Investors of Fund Clients within 120 days of the end of the fiscal year.

**Item 16** **Investment Discretion**

As dictated by the Fund's Offering Documents, Arroyo will full discretionary authority to manage the Fund and, therefore, will not be required to obtain, and will not seek, approval from the Fund or the Investors of the Fund with respect to Arroyo's investment decisions.

The Fund's investment strategy will be set forth in detail in its Offering Documents and/or additional governing documents (if any). Individual Investors will not have the ability to impose limitations on Arroyo's discretionary authority. There will not be any separate classes for Investors. All Investors will receive identical interests.

Prospective investors will be provided with the Fund's Offering Documents prior to their investment and will be encouraged to carefully review all offering materials and to be sure that the proposed investment in the Fund is consistent with their investment goals and tolerance for risk. Prospective investors will also be required to execute a subscription agreement, in which they will make various representations including representations regarding their suitability to invest in that privately placed investment pool.

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

Arroyo will adopt proxy voting policies and procedures (the "***Proxy Policy***") to address how they will vote proxies for each Fund Client's portfolio investments. The Proxy Policy will seek to ensure that Arroyo votes proxies in the best interest of the Fund Clients, including where there may be material conflicts of interest. Arroyo believes its interests will be aligned with those of the Investors through Arroyo's principals' substantial capital commitment to its Fund Clients, and, therefore, Arroyo will not seek Investor approval or direction when voting proxies. However, the Proxy Policy will set forth certain specific proxy voting guidelines for when Arroyo does vote proxies on behalf of a Fund Client.

Arroyo will not consider service on portfolio company boards by Arroyo's affiliates 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 a conflict of interest arises between Arroyo and a Fund Client in voting proxies, the Proxy Policy will provide that Arroyo address the conflict using certain procedures, including seeking the approval or concurrence of a Fund Client's limited partner advisory board on the proposed proxy vote or through other alternatives set forth in the Proxy Policy.

A copy of Arroyo's Proxy Policy will be provided to any client, prospective client or any Investor in the Fund upon request.

#### **Item 18    Financial Information**

##### **A.    Prepayment of Fees**

Arroyo does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.

##### **B.    Financial Condition**

Arroyo is not currently aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.

##### **C.    Bankruptcy**

Arroyo has never been the subject of a bankruptcy petition.