

Quinbrook Infrastructure Partners LLC

Form ADV Part 2A

Firm Brochure
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This brochure provides information about the qualifications and business practices of Quinbrook Infrastructure Partners LLC. If you have any questions about the contents of this brochure, please contact us at 713-580-8022. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Quinbrook Infrastructure Partners LLC is also available on the SEC's website at www.adviserinfo.sec.gov

Item 2 Material Changes

No Material Changes to report.

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Item 4 Business Description

A. Business Overview

Quinbrook Infrastructure Partners LLC (the “Firm”) is a Delaware limited liability company formed on 14th March 2016, as part of the Quinbrook group (“Quinbrook” or the “Group”). The sole member is Quinbrook Infrastructure Partners (Jersey) Limited (the “Manager”), a Jersey registered limited company (registered number 121767) which is regulated by the Jersey Financial Services Commission (the “JFSC”) as a Fund Services Business class U. The Manager is ultimately beneficially owned by Messrs. David Scaysbrook (50%) and Rory Quinlan (50%) (together the “Founders”) who together form the Board of Managers of the Firm.

The Manager has been appointed as an Investment Manager by Quinbrook Infrastructure Partners (GP1) Limited (the “General Partner”), a Jersey limited company (registered number 121416) regulated by the JFSC as a Fund Services Business class ZJ, in its capacity as the general partner of the Quinbrook Low Carbon Power LP and Quinbrook Low Carbon Power Parallel Fund (US) LP (together the “Fund”) as well as US Wind Co-Investment Partners LP (“Wind Co-Invest”), UK Gas Co-Investment Partners LP (“Gas Co-Invest”) together the “Co-investment Funds” and certain co-investment capital as yet unallocated to a specific vehicle. The Manager is a specialist ‘value add’ investment manager that originates, acquires, constructs, operates and manages, direct investments in low carbon and renewable energy infrastructure assets and businesses.

B. Advisory Services

The Firm provides investment advisory services to the Manager in respect of the Fund and Co-investment Funds, which fall into four main categories discussed in more detail below.

i. Sourcing, analysing and recommending investments or exits

The Firm provides origination and analysis services regarding relevant assets and businesses in the USA. The Firm employs personnel with extensive experience in the renewable energy industry, as well as expertise in financial modelling and analysis. The Manager seeks to make primarily control investments in lower carbon and renewable power infrastructure assets and businesses primarily in the United States of America, the United Kingdom and Australia. It targets both pre-construction project opportunities as well as distressed operating assets which offer turnaround potential, but it will not consider marine/tidal, ethanol, waste to energy, or technology businesses. The Firm will present a recommendation paper to the Manager’s Investment Committee for each investment transaction proposed. The board of the Manager makes all investment decisions, as well as the decision to allocate portions of individual assets for co-investment.

ii. Facilitating or executing transactions

Should the Firm’s recommendations be accepted by the Manager, the Firm will deploy resources to facilitate the purchase or divestment, and manage the transaction. The Manager benefits from the Firm’s specific geographic expertise and contacts, as well as the familiarity of the Firm’s employees with the asset to deliver the best outcomes it can.

iii. Asset Management and Oversight

Once a US asset has been acquired for the Fund’s portfolio, the Firm also assists in the oversight of the asset management processes.

iv. Marketing the Fund

C. Tailoring of Advisory Services

The Firm has been appointed by the Manager to support its marketing efforts in the United States. As such, the Firm has developed relationships with several US institutional investors. Any investor making a commitment to the Fund is offered the opportunity to also commit an equivalent amount to co-investment opportunities, through vehicles established and controlled by the Manager.

The Firm tailors its investment advice to the investment strategies of the Fund and the Co-Investment Funds. The Manager has the power to enter into side letters with investors, which may waive or reduce fees, grant enhanced transparency, or require consultation before certain structural changes are contemplated.

The Manager has discretion over USD 519m of commitments, with c.USD 295m of capital currently deployed in the USA which the Firm has facilitated. The investment strategy dictates that >50% of the Fund's ultimate portfolio will be US assets, and the Firm expects to facilitate additional transactions in the USA in the coming months. 100% of the Wind Co-Invest portfolio will be US assets.

Item 5 Fees and compensation

The Firm is paid an advisory fee by the Manager to cover the costs incurred in exploring and recommending infrastructure projects for investment. No part of the fee is negotiable.

Certain expenses incurred by the Firm will be recharged to the Manager, and ultimately recharged to the Fund or Co-Investment Funds. The categories of expense that can be recharged are set out in the Fund's governing documents and include regulatory expenses, the costs of external consultants or advisers engaged to work on certain investments, acquisition and financing expenses, legal fees, and out of pocket expenses incurred in the investigation, monitoring and disposal of the Fund assets.

Information on fees to be charged by the General Partner of each fund will be described in the relevant fund offering documents, and generally takes the form of a percentage of the fund's total committed capital. The General Partner is permitted to enter into side letters and other agreements granting more favourable rights or terms to certain investors.

Item 6 Performance-Based fees and Side-by-Side Management

Certain of the Firm's supervised persons are entitled to participate in the group's carried interest plan. Once offered the opportunity, participation is at the discretion of the supervised person. Participation is not considered to create a conflict of interest for two reasons; i) that participation generally results in alignment of interests with investors; and ii) that the investment advice provided by the Firm to the Manager can be accepted or rejected at the Manager's sole discretion.

Currently the Manager does not collect performance fees. However the Fund documents allow for the Manager to charge performance fees on future products. Such performance fees may create an incentive for the Manager to make more speculative investments on behalf of the Fund than it would otherwise make in the absence of such performance based arrangements. If the Fund performs poorly, the Manager may have an incentive to devote resources to other activities from which it has better prospects for earning incentive-based compensation. However, the Firm is paid on a fixed-fee basis by the Manager, which reduces the risk of conflicts of interest arising in the recommendation of investments.

Although not currently contemplated, the Firm is entitled to provide advisory services to other Clients. This could give rise to conflicts of interest where supervised persons participate in the carried interest plan of the Manager but not of other Clients. These conflicts are managed by the Firm's policies, including the Deal Allocation Policy, Conflicts Policy, Compliance Manual and Code of Ethics.

Item 7 Types of Clients

The Manager is the Firm's only direct client. The Manager has been appointed to manage the Fund investments, and may be appointed to manage investments on behalf of other investment vehicles contemplated by the Founders. The Firm therefore acts as sub-adviser to three pooled investment vehicle clients.

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss

A. Methods of Investment Analysis

The Firm conducts research on potential investments via a combination of document review, interviews, and site visits. Documents include both published industry research and private corporate documents, including legal documents, customer agreements, financial records and projections and business plans. Interviews are conducted with a range of key officers, suppliers, customers and competitors. Often the Firm will retain consultants, legal advisers, and financial advisers to supplement its own analysis.

Based on the compiled information from the research phase, the Firm will apply its own analysis tools and methodologies to evaluate the potential investment and produce a recommendation which is supplied to the Manager.

B. Material Risks in Investment Methodology

The success of the investment methodology will depend in substantial part upon the skill and expertise of the Firm's personnel and third party consultants retained by the Firm. There can be no assurances that such individuals will continue to be employed or to function on behalf of the Fund. The loss of one or more individuals may have a material adverse effect on the ability of the Firm to provide high quality investment advice.

C. Security-Specific Risks

The Firm provides investment advice concerning assets in the energy infrastructure sector. The material risks in this sector include:

- i. *Reduction in Federal and State Support for Renewable Energy:* Renewable energy projects currently enjoy support from national, state and local governments and regulatory agencies designed to finance development of renewable energy. Any reduction in or elimination of these programs could have an adverse effect on the future development of renewable energy projects and resources.
- ii. *Contract Risk:* To the extent that the Fund invests in assets that are governed by concession agreements with government authorities (whether at the national, state, local, district or other level), there is a risk that the agreements with such government authorities may contain clauses more favourable to the government counterparty than would a typical commercial contract. In addition, government counterparties also may have the discretion to change or increase regulation of the Fund's operations or implement laws or regulations affecting the Fund's operations, separate from any contractual rights they may have.
- iii. *Environmental Regulation:* Laws, regulations and regulatory initiatives play a significant role in the emerging low-carbon and renewable energy industries and can have a substantial impact on investments. Quinbrook will seek to carefully evaluate the expected impact of environmental compliance on all potential investments.
- iv. *High Capital Costs for Certain Renewable Energy Investments:* Renewable energy projects typically involve relatively high levels of capital investment and such up-front expenditures involve a certain degree of risk.

- v. *Illiquid Investment:* Infrastructure investments require a long-term commitment, and are high risk and with no certainty of return. An investor's Interest will not generally be transferable. There is currently no public market for interests in which the Fund invests.
- vi. *Political and Societal Challenges:* Renewable energy projects are subject to locational issues and requirements that are similar in many respects to those applicable to fossil fuel plants. Proposals to site a renewable energy plant may be challenged based on alleged security concerns, disturbances to natural habitats for wildlife and adverse aesthetic impacts. In addition, there is the possibility that political and societal challenges could delay or prohibit the construction of a project.
- vii. *Effects of Ongoing Changes in the Utility Industry:* In many regions in which the Fund invests, the electric utility industry is experiencing increasing competitive pressures, primarily in wholesale markets, as a result of consumer demands, technological advances, greater availability and lower priced natural gas and other factors.
- viii. *Political and Regulatory Risk:* Changes to governments, policy, or governmental regulations are not predictable and the General Partner, the Manager and/or the Fund may be subject to political, economic, social and/or market developments. These may include, amongst others, restrictions on repatriation of income or gains, changes to renewable energy incentives, and restrictions on foreign investment or ownership of assets.
- ix. *Development Risk:* This is the risk that the required contracts, planning and permitting approvals required to bring a project to 'shovel ready' status (i.e. ready to commence construction) are not received. This may include local or state, environmental, noise and other required approvals and permits, interconnection approvals, utility or customer sales contracts or any required renewable or energy policy accreditation.
- x. *Capital/Construction Cost Risk:* This is the risk of cost over-run in the capital budget to construct an asset primarily but also includes the risk of permanent increases in the long term costs of operations and maintenance of a project. This is generally a 'controllable risk'. For construction costs, the Fund will typically invest only where such costs can be reasonably fixed or capped. The cost over-run risk is usually shifted in large part to the contractor and supported by a variety of retentions, guarantees or other forms of credit support to cover any additional costs.
- xi. *Production Risk:* The risk of achieving expected energy output is a common risk with any energy supply project. The Fund focuses only on commercially proven technologies with operating histories. Depending upon the particular energy technology, estimation of expected production is a top priority in the due diligence phase. This may involve a detailed assessment of solar irradiation in a given location, average wind speeds, thermal plant availability and outage allowances, fuel availability and interruption allowances, etc.
- xii. *Operational and Technical Risk:* These include the risk of mechanical breakdown, failure to perform according to design specifications, labor and other work interruptions and other unanticipated events that adversely affect operations.
- xiii. *Price Volatility:* Many low-carbon and renewable projects will supply and sell two separate commercial products: a) energy; or b) financial assets e.g. tax credits, environmental credits or premium pricing under a fixed price off-take contract such as a Feed in Tariff. The latter mechanism often features fixed pricing over periods of 10 years or more and is not ordinarily volatile except for the risk of retrospective regulatory change. Investments in deregulated energy markets featuring market based pricing of energy and environmental credits and are more volatile by nature. That volatility can generate both higher and lower prices over time, directly impacting project revenues. Most often there are 'spot' markets acting as short term

price discovery mechanisms overlaid by a bilateral contracting market. The short and longer term uncertainty of 'spot' market prices can be mitigated by entering into medium to longer term contracts with buyers seeking the same objective in creating price certainty. These contracts are often referred to as 'PPAs', 'off-take' agreements and/or price and volume hedge contracts. Long term PPAs are increasingly difficult to secure in the energy markets of the US and Australia in particular. Accordingly, there is a greater exposure to variable market prices often referred to as 'merchant' price exposure for at least some portion of the revenue stream.

- xiv. *Counterparty/Buyer Risk:* Fortunately, in the power generation sector, most often the buyer counterparties or customers are energy utilities who are entities with strong financial capacity and of investment grade rating. Accordingly, this is not usually a major risk concern for most investments. For Feed-in Tariff based projects, the counterparty risk is really the risk of retrospective regulatory change as revenues are regulated over the long term. For partners and co-investors, customary credit investigation is the usual method used to mitigate this risk and on occasion, credit support may be necessary in the form of guarantees or letters of credit etc. to support certain obligations such as capital calls into a joint venture operation. More importantly, for projects such as biomass, waste to energy and co-generation plants for example, counterparty risk is often more acute in so far as the fuel supplier is concerned.
- xv. *Increased Competition:* In recent years, there has been a material increase in the number of investment funds seeking investment capital commitments from institutional investors allocating to the infrastructure sector across the board in various sectors. As a consequence, the Manager is likely to face increased competition from other investment fund managers promoting similar investment funds to the same investor audience that the Manager is seeking to market the Fund. This may result in the Fund or Co-Invest not achieving its target level of investor commitments or not raising any commitments at all. It may also make it more difficult for the Manager to source investment opportunities at the expected rate of return as a result for a greater competition from other investment funds pursuing the same or similar opportunities.

Item 9 Disciplinary Information

The Firm has no legal or disciplinary events to report.

Item 10 Other Financial Industry Activities and Affiliations

The Firm is affiliated with:

Quinbrook Infrastructure Partners (GP1) Limited, the General Partner of the Fund and Co-Investment Funds, registered with the Jersey Financial Services Commission.

Quinbrook Infrastructure Partners (Jersey) Limited, the Investment Manager of the Fund and Co-Investment Funds, registered with the Jersey Financial Services Commission.

Quinbrook Infrastructure Partners Limited, Exempt Reporting Adviser, another sub-adviser to the Fund and Co-Investment Funds, registered with the UK Financial Conduct Authority.

Quinbrook Infrastructure Partners Pty Limited, Exempt Reporting Adviser, another sub-adviser to the Fund and Co-Investment Funds, registered with the Australian Securities and Investments Commission.

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

A. Code of Ethics

The Quinbrook group makes every effort to foster a culture of compliance throughout its operations, including the activities of the Firm. The Firm expects its officers, and personnel to comply with all applicable laws and regulations and to act in accordance with high ethical standards in matters with competitors, counterparties, regulators, and those who do business with or seek to do business with entities within the Quinbrook group.

The Firm abides by the Code of Ethics of the Quinbrook Group, which is provided to all new employees on joining the Firm as part of the Staff Handbook. This requires that personnel comply with their regulatory requirements, meet the fiduciary obligations to Quinbrook funds and investors in those funds, and adhere to certain business ethics and principles. All new hires are required to acknowledge their receipt of the Staff Handbook and the Compliance Policies and Procedures Manual, their understanding of the provisions contained in these documents, and their agreement to abide by the principles, policies and procedures set forth therein. The Quinbrook Code of Ethics contains provisions for:

- Identification and handling of material non-public information;
- Prevention of insider dealing; and
- Reporting and pre-clearance of:
 - personal account dealings;
 - gifts and entertainment; and
 - outside business activities

The Quinbrook personal trading policies generally prohibit personnel from buying or selling certain securities within the power, energy, utilities and related sectors. The Firm's personnel are also required to disclose all outside business activities. In the event an outside business activity presents a material conflict of interest with the funds advised by Quinbrook, Quinbrook reserves the right to restrict these outside business activities.

In addition, the Quinbrook group requires its employees, among other things, to:

- Act in an ethical manner with the public, investors, and prospective investors;
- Place the interests of the funds and fund investors above their own personal interests;
- Attempt to avoid actual or potential material conflicts of interest;
- Use reasonable care and diligence, and exercise independent professional judgment when conducting investment analysis, making investment recommendations, and engaging in other professional activities; and
- Comply with applicable laws and regulations in the jurisdictions in which Quinbrook operates.

A copy of the Firm's Code of Ethics can be provided to its Clients or potential Clients on request at compliance@quinbrook.com.

B. Recommendations Involving Material Financial Interests

The Firm abides by the Quinbrook Global Deal Allocation Policy and the Quinbrook Compliance Policies and Procedures Manual which contains the group policy on conflicts of interest. The primary principle is the fiduciary duty to investors. The Firm's advisory Client is also bound by this policy.

Where conflicts of interests arise, the Group Audit, Risk and Compliance Committee will decide whether to manage the conflict, or to decline to act.

C. Investing Personal Money in the Same Securities as Clients

Certain of the Firm's supervised persons are entitled to participate in the group's carried interest plan. Once offered the opportunity, participation is at the discretion of the supervised person. Participation is not considered to create a conflict of interest for two reasons; i) that participation generally results in alignment of interests with investors; and ii) that the investment advice provided by the Firm to the Manager can be accepted or rejected at the Manager's sole discretion.

D. Trading Securities At/Around the Same Time as Client's Securities

The assets and securities in which the Quinbrook funds invest are not publicly traded and each investment transaction is executed at a single price with a single set of terms, regardless of which of Quinbrook's funds, including those with carried interest plans, are participating.

Item 12 Brokerage Practices

A. Factors Used to Select Broker-Dealers

The Fund and Co-Invest invest directly into infrastructure assets, and the Firm provides investment advice relating to such assets, having no requirement for the services of a broker-dealer.

B. Aggregating (Block) Trading for Multiple Client Accounts

The Firm currently only has one client and therefore does not aggregate trades for multiple client accounts.

Item 13 Review of Accounts

A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

The Firm does not review the Manager's financial plans. The Investment Advisory Agreement governing the relationship gives full discretion to the Manager in accepting or rejecting the investment advice provided by the Firm. The Firm will provide ongoing monitoring services in respect of the investments it recommends which are accepted by the Manager. The Manager will periodically review the information provided to it in respect of this monitoring activity.

B. Factors that will Trigger a Non-Periodic Review of Client Accounts

Given the nature of the advisory business, the Firm generally only reviews Client Accounts on a periodic basis.

C. Content and Frequency of Regular Reports Provided to Clients

The reports issued to the Manager in respect of its managed assets are produced by the Fund via its administrators, rather than the Firm.

Item 14 Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients

No third parties provide benefit to the Firm for advice rendered to its Client.

B. Compensation to Non-Advisory Personnel for Client Referrals

Although there is currently a single Client, The Firm is not precluded from advising others in the future. These are likely to be other Quinbrook group entities, and as such no referral fees will arise.

Item 15 Custody

The Firm does not take physical custody of client funds or securities.

Item 16 Investment Discretion

The Firm does not have discretion to manage securities accounts on behalf of clients. The Firm does assist in arranging investment transactions where the Manager accepts the investment recommendation.

Item 17 Voting Client Securities

Due to the investment strategies of the Fund and the Co-Invest and the nature of the Firm's advisory services the Firm does not anticipate having authority to vote client securities.

The Firm generally does not participate in class action settlements on behalf of clients or Funds to which it acts as sub-adviser.

Item 18 Financial Information

No prepaid fees are solicited more than 3 months in advance, the Firm has never filed for bankruptcy and it is not aware of any financial condition that is likely to impair its ability to provide services to clients.