

## **Item 1 – Cover Page**

**Pier 88 Investment Partners, LLC  
71 Stevenson Street, Suite 825  
San Francisco, CA 94105**

**March 30, 2024**

This firm brochure (“Brochure”) provides information about the qualifications and business practices of Pier 88 Investment Partners, LLC (“Pier 88” or the “Firm”). If you have any questions about the contents of this Brochure, please contact us at [saurigemma@pier88.com](mailto:saurigemma@pier88.com). 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.

Pier 88 is a registered investment adviser with the SEC. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Investment Adviser provide you with information based on which you determine to hire or retain an Investment Adviser.

Additional information about Pier 88 also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 – Material Changes**

Item 2 discusses only material changes to the Brochure since the last annual updating amendment on March 31, 2023. Since the last annual updating amendment, there have been no material changes.

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## **Item 4 – Advisory Business**

### **A. Description of the Advisory Firm**

Pier 88 Investment Partners, LLC, with its affiliated relying advisers, Pier 88 Growth Management, LLC (“Pier 88 Growth Management”), Pier 88 Ventures Enterprise Software Fund GP LLC (“Pier 88 Ventures GP”) and AP Innovation Fund GP, LLC (“AP Innovation GP”), are the investment managers (“Pier 88” or the “Firm”) to the Clients, as defined below. Pier 88 commenced providing services in October 2013 and is headquartered in San Francisco, California. The Firm’s principal owner is Francis Thomas Timons. References to Pier 88 in this Brochure are generally intended to encompass the relying advisers, except where otherwise noted.

### **B. Types of Advisory Services**

Pier 88 provides discretionary investment advice and management to private investment funds and separately managed accounts offered on a direct basis or through sub-advisory arrangements with other financial services firms that sponsor registered investment companies (the “Separate Accounts”). For the Lake Geneva Fund LP and the Lake Geneva Offshore Fund LTD, (together the funds will be known as the “Lake Geneva Fund”), Lake Geneva Long-Only Fund, L.P. (the “Long Only Fund”), Pier 88’s investment strategy focuses on identifying strategic growth companies and disruptive innovators, primarily in Technology with small- and medium-sized capitalization. The strategy seeks to identify innovative assets which may be deemed strategic to larger industry players. For the Pier 88 Growth Equity Fund I LP (the “Growth Equity Fund I”), the Pier 88 Growth Equity Fund II LP (the “Growth Equity Fund II”), and the Pier 88 Growth Equity Fund III LLC (the “Growth Equity Fund III”) (together the funds will be known as the “Growth Equity Funds”), the Pier 88 Ventures Enterprise Software Fund LP (the “Enterprise Software Fund”), and the Andina-Pier 88 Innovation Fund LP (the “Andina Fund”), Pier 88 focuses on identifying venture capital investments. The Andina Fund has a sub-adviser, an unaffiliated investment adviser, that provides Pier 88 with periodic consultative strategic support to Pier 88 with respect to the management of the Fund’s portfolio and operations, and will have primary responsibility for certain investor services functions and back-office matters with respect to the fund. Jointly the funds are referred herein as the “Funds”. The Funds and Separate Accounts will be known together as “Clients”.

Pier 88 also provides proprietary research data to a third-party company in exchange for a fixed annual fee with a possibility of a discretionary bonus.

Please see Item 8 in this brochure for a more detailed description of the investment strategies pursued by the Clients.

### **C. Client Tailored Services and Client Imposed Restrictions**

Advisory services are tailored to achieve the Clients’ investment objectives. Advisory services are not tailored to the individual needs of investors in the Funds. Generally, with respect to the Funds,

Pier 88 has the authority to select which and how many securities and other instruments to buy or sell without consultation with the investors.

**D. Wrap Fee Programs**

Pier 88 does not participate in wrap-fee programs.

**E. Amounts under Management**

As of December 31, 2023, Pier 88 managed approximately \$581,285,266 in regulatory assets under management on a discretionary basis.

**Item 5 – Fees and Compensation**

**A. Fee Schedule**

**1. Advisory Fee**

Pier 88 generally receives a management fee for investment advisory services (the “Management Fee”). The Lake Geneva Fund has two series for investors. Series B<sup>1</sup> and Series C<sup>2</sup> have a 1.50% per annum management fee with different incentive allocation terms described below.

The Long Only Fund has a 1.00% per annum fee<sup>3</sup>. The Management Fee is paid quarterly in advance by the Lake Geneva Fund and the Long Only Fund.

The Growth Equity Fund I and the Growth Equity Fund II each have a 1.00% per annum management fee based on capital commitments, paid annually in advance. Pier 88 pays all expenses of the Growth Equity Fund I and the Growth Equity Fund II up to the amount of annual management fees and all additional expenses will be paid by the respective fund accordingly.

The Growth Equity Fund III does not pay a Management Fee.

During the Enterprise Software Fund’s investment period, the Fund has a 2.00% per annum management fee based on capital commitments payable quarterly in advance. After the Investment Period ends, the management fee per annum is 2.00% payable quarterly in advance based on the capital contributions in respect of investments not realized or permanently written down as of the end of the most recent quarter.

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<sup>1</sup> Effective January 1, 2024, previous Series A investors converted into Series B and are subject to the same terms as Series B investors.

<sup>2</sup> Effective August 1, 2023, the fee for Series C investors increased.

<sup>3</sup> Effective August 1, 2023, the fee increased.

During the Andina Fund's investment period, the Fund has a 1.50% per annum management fee, for investors that are advisory clients to the sub-adviser, and 2.00% per annum management fee for all other investors, based on capital commitments and payable quarterly in advance. After the Investment Period ends, the management fee per annum is 1.50% per annum management fee, for investors that are advisory clients to the sub-adviser, and 2.00% per annum management fee for all other investors payable quarterly in advance based on the capital contributions in respect of investments not realized or permanently written down as of the end of the most recent quarter. In the event that an investor terminates its advisory relationship with the sub-adviser to the Andina Fund, the investor is subject to the management fee applicable to investors that are not advisory clients of the sub-adviser effective as of the date of the termination of the advisory relationship.

In addition, management fees may be offset in the Enterprise Software Fund and the Andina Fund, as set forth in the applicable governing documents, of all directors, monitoring and other fees (other than consulting fees) paid by the portfolio company to Pier 88, the General Partner, the Principals of the General Partner, or the sub-adviser, provided, the management fee offset will not apply to any directors fees received by the Principals of the General Partner when serving as an independent director of a portfolio company, in an unaffiliated capacity from the General Partner and Pier 88.

For Separate Account clients, terms vary depending on the advisory agreement. For Separate Account clients where Pier 88 manages on a direct basis, Pier 88 generally receives an annual investment management fee ranging from 0.31% to 0.75% per annum on total assets managed by Pier 88. For sub-advisory relationships with other financial services firms, Pier 88 receives a portion of the net advisory fees, as defined in the sub-advisory agreement, received by the financial service firm from the mutual fund it advises.

As stated above, Pier 88 also receives an annual fixed fee, with a possibility of a discretionary bonus, for proprietary data provided to a third-party company.

## 2. Incentive Allocation and Carried Interest

From the Lake Geneva Fund, Pier 88 generally receives an incentive allocation equal to a percentage of the net income allocated to each investor's capital account for the year, but only to the extent net income allocated to that investor exceeds any cumulative losses that were allocated to that investor for earlier periods and that have not been recovered ("loss carryforwards" or "high water mark"). The incentive allocation for Series B<sup>4</sup> investors is 10%, typically made at the end of each calendar year. The incentive allocation for Series C investors is 15%<sup>5</sup> based on a 3-year performance period before the incentive allocation is earned. Each performance period will commence when a contribution is made and end on the last December 31 prior to the third anniversary thereafter. Please see additional information in the Fund governing documents. From the Enterprise Software Fund, Pier 88 will receive a carried interest of 20% of distributions made

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<sup>4</sup> Effective January 1, 2024: (1) previous Series A investors converted into Series B and are subject to the same terms as Series B investors; (2) Series B investors pay a 10% incentive allocation.

<sup>5</sup> Effective August 1, 2023, the incentive allocation for Series C investors increased.

once limited partners have received aggregate distributions equal to its capital contributions. The incentive allocation and carried interest will accrue each year, if any, until earned. From the Andina Fund, Pier 88 will receive a carried interest of 17.50%, for investors that are a client of the sub-adviser, and 20%, for all other investors, of distributions made once investors have received aggregate distributions equal to its capital contributions. In the event that an investor terminates its advisory relationship with the sub-adviser to the Andina Fund, the investor is subject to the carry percentages applicable to investors that are not advisory clients of the sub-adviser effective as of the date of the termination of the advisory relationship. The incentive allocation and carried interest will only be charged to accounts of those Investors who are “qualified clients” as defined in Rule 205-3 of the Investment Advisers Act of 1940, as amended (“Advisers Act”). Pier 88 does not receive an incentive allocation from the Long Only Fund, the Growth Equity Funds, or the Separate Accounts.

#### B. Payment of Fees and Expenses

The Funds’ Management Fees, incentive allocations, carried interest and third-party fees (discussed below) are typically deducted or allocated, as the case may be, directly from Client assets. The Management Fee is paid quarterly in advance by the Lake Geneva Fund, the Long Only Fund, the Enterprise Software Fund, and the Andina Fund. Incentive allocations and carried interest are allocated as of the close of business on the last day of the calendar year and as of any date on which an investor makes a withdrawal (not applicable to the Enterprise Software Fund, the Andina Fund, or the Growth Equity Funds) or receives a distribution from such investor’s capital account(s).

For Separate Account clients where Pier 88 manages on a direct basis, the advisory fee is calculated based upon the quarter-end valuation of the account. For sub-advisory relationships with other financial services firms, the net advisory fee, as defined in the sub-advisory agreement, is calculated based on average net assets of the mutual fund and paid on a monthly basis within fifteen (15) days following the last day of each month.

The Growth Equity Fund I and the Growth Equity Fund II Management Fees are paid annually in advance. Third party fees are discussed below. Payment shall be determined and payable on the date of the final closing and on each twelve-month anniversary thereafter during the term. Fees shall be prorated for partial periods. As noted above, the Growth Equity Fund III does not pay a Management Fee.

The Growth Equity Fund III fees are the obligation of the Fund. A specified amount, as agreed upon with the investor in the Fund, is reserved to pay for organizational and Fund expenses. Any unused portion of such reserve at the end of the term of the Growth Equity Fund III will be retained by Pier 88.

In exchange for providing a third-party company with proprietary research, Pier 88 receives a fixed annual fee, payable quarterly in arrears. Pier 88 is also eligible for a discretionary bonus.

### C. Third Party Fees

The Funds generally pay such costs and expenses as Pier 88 shall reasonably determine to be necessary, appropriate, advisable or convenient to carry on its business and realize its objective, including but not limited to: (i) the Management Fee; (ii) all general investment expenses (i.e., expenses which Pier 88 reasonably determines to be directly related to the investment of a Client's assets); (iii) all administrative, legal, accounting, auditing, record-keeping, tax form preparation; (iv) fees, costs and expenses of third-party service providers that provide such services; and, (v) any extraordinary expenses, among other expenses. Please see the applicable Funds' governing documents for more detailed information.

Pier 88's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the Clients. Such charges, fees and commissions are exclusive of and in addition to Pier 88's advisory fee, and Pier 88 shall not receive any portion of these commissions, fees, and costs.

The Separate Accounts are charged fees and expenses in accordance with the applicable advisory agreement.

Please see Item 12 of this Brochure for more information about Pier 88's brokerage arrangements for its Clients.

### D. Prepayment of Fees

For the Lake Geneva Fund and the Long Only Fund, Pier 88 generally does not permit withdrawals on dates other than the last day of each calendar quarter. In the event that Pier 88 makes an exception to this policy, the Firm will pro rate the prepaid Management Fee.

The Growth Equity Funds, the Enterprise Software Fund, and the Andina Fund do not permit withdrawals of any amount.

### E. Outside Compensation for the Sale of Securities

Neither Pier 88 nor its supervised persons accept compensation for the sale of securities or other investment products outside of its association with Pier 88.

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

As discussed in Item 5.A., the Firm may receive an incentive allocation or carried interest in certain Funds, as applicable. Due to the structure of the Funds, the Firm allocates investment opportunities to the Funds, and not to individual Investor accounts.

Performance-based compensation can provide a possible incentive for the Firm to make riskier or more speculative investments on behalf of a Fund than it might make otherwise. Notwithstanding this potential incentive, the Firm will evaluate investments in a manner that it considers to be in



the best interest of the Funds, given the Funds' investment objectives, investment strategies, suitability of the investment, and risk profile.

## **Item 7 – Types of Clients**

Pier 88 provides discretionary investment advice and management to the Clients. Fund investors generally must be an “accredited investor” (as defined in Regulation D under the Securities Act of 1933), or a “qualified purchaser” (as defined in Section 2(a)(51) of the U.S. Investment Company Act of 1940, as amended) for 3(c)(7) Funds, an investor who is eligible to enter into a performance fee arrangement, and must meet other criteria as specified in the governing documents. The Funds reserve the right to impose additional requirements for subscription by particular types of investors (including if it determines the Fund should rely on Section 3(c)(7) rather than Section 3(c)(1) of the Investment Company Act to prevent regulation under that Act) and investors who reside in particular jurisdictions, and may decline to accept the subscription of any prospective investor.

The Fund may waive certain of these standards in limited circumstances and may apply additional admission standards. Each prospective investor must represent and warrant in the subscription document that, among other things, it has reviewed and understands the risks of an investment, and it has the financial knowledge and experience to evaluate such investment. In addition to being financially sophisticated, each prospective investor must be able to bear the substantial risks of an investment in the Funds, including the loss of the entire investment. The minimum investment commitment for the Lake Geneva Fund is \$250,000, subject to waiver at the discretion of Pier 88. The minimum investment commitment for the Lake Geneva Offshore Fund is \$250,000, subject to waiver at the discretion of Pier 88. The minimum investment commitment for the Long Only Fund is \$500,000 subject to waiver at the discretion of Pier 88. There is no minimum investment for the Growth Equity Funds. The minimum investment commitment for the Enterprise Software Fund is \$1,000,000 for individuals and \$5,000,000 for institutional investors, subject to waiver at the discretion of Pier 88. The minimum investment commitment for the Andina Fund is \$1,000,000 for individuals and \$5,000,000 for institutional investors, subject to waiver at the discretion of Pier 88.

Separate Accounts are offered on a direct basis to institutional investors or through sub-advisory arrangements with other financial services firms.

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

### **A. Methods of Analysis and Investment Strategies**

Pier 88 seeks to generate above-average absolute returns while being mindful of risk in a portfolio consisting principally of stocks and convertible bonds. Pier 88 seeks to identify securities with intrinsic values that are underappreciated. Pier 88 will rely heavily on fundamental research, quantitative techniques, and strategic analysis to identify candidates for its Clients.

In developing investment candidates for its Clients, Pier 88 draws on extensive industry experience and a broad network. Pier 88 maps industry ecosystems to better understand the relative strategic

position of industry participants. Pier 88 seeks to identify industry winners and losers, while investing in longer-term winners.

The Lake Geneva strategy could have short positions on a basket of industry names (*e.g.*, industry or sector specific exchange traded fund) to serve as a macro hedge against stock market risk associated with the Lake Geneva Fund's long positions.

The Long Only Fund invests in equity securities and securities with equity characteristics, such as convertible bonds in multiple industry sectors.

The Growth Equity Funds invest in one or more venture capital-style investments (each, an "Investment") into equity securities, convertible notes and potentially other instruments and engage in such activities as are customary to venture capital investment funds.

The Enterprise Software Fund and the Andina Fund invest primarily in early-staged software companies with a particular focus in the PropTech, Healthcare, Cloud Infrastructure and FinTech sectors. The investments of the Enterprise Software Fund and the Andina Fund will primarily include private preferred securities and private investment in public equity (PIPES) transactions. The Andina Fund generally intends to invest proportionally alongside the Enterprise Software Fund.

The Separate Accounts are managed in accordance with their advisory agreements.

Pier 88 has broad discretion to employ a wide variety of investment techniques, even if they involve changes in or differ from the approaches described below in use by a Client at any particular time. Clients' investment activities will entail substantial risks. Clients will not be managed to fully eliminate all stock market risk. Pier 88 cannot provide any assurances that the Client will achieve its objective over any particular period or at all, or that it will not incur losses.

#### **B. Risks of Investments and Strategies Utilized**

All investment and trading activities risk the loss of capital. The following describe some of the risks to which a Client's portfolio will, or may, be subject.

**Investments Based on Valuation.** Clients will invest in securities Pier 88 believes are undervalued. Identifying investment opportunities of these kinds is a difficult task, Pier 88 cannot provide any assurance that Pier 88 will succeed at it. While investments in undervalued securities offer opportunities for above-average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses. Clients may be required to hold positions for a substantial period before market prices reflect Pier 88's beliefs about their value. Returns generated from the Client's investments may not adequately compensate for the business and financial risks assumed.

**Concentration of Investments.** Clients will not be as diversified as many other investment funds. While Pier 88 intends to limit investments that could create excessive concentration in a particular

company or industry, the Master Partnership Agreement does not require it to do so, nor must the Client divest positions when appreciation (or other positions' depreciation) causes them to comprise an outsized portion of its portfolio, and the Client may at times have a relatively large portion of its capital exposed to a relatively small number of positions and/or a particular industry. Losses in one or more large positions, or a downturn in an industry in which the Client is concentrated, could materially adversely affect the Client's performance and could have a materially adverse effect on the Client's overall financial condition.

**Small and Medium Capitalization Stocks.** Clients may invest in stocks of companies with relatively small- or medium-sized market capitalizations. While Pier 88 believes these stocks can provide significant potential for appreciation, they can involve higher risks than investments in stocks of larger companies. For example, prices of small-capitalization and some medium-capitalization stocks are often more volatile than prices of large capitalization stocks and the risk of bankruptcy or insolvency of many smaller companies (with the attendant losses to investors) may be higher than for larger, "blue-chip" companies. In addition, thin trading in some small- and medium-capitalization stocks may make those stocks less liquid than large-capitalization stocks.

**Convertible Securities.** The investment value of a convertible security is influenced by changes in interest rates, with investment value declining as interest rates increase and increasing as interest rates decline. The credit standing of the issuer and other factors may also have an effect on the investment value of convertible securities. The conversion value of a convertible security is determined by the market price of the underlying common stock. To the extent the market price of the underlying common stock approaches or exceeds the conversion price, the price of the convertible security will be increasingly influenced by its conversion value. A convertible security may be subject to redemption at the option of the issuer at a price established in the convertible security's governing instrument. If a convertible security is called for redemption, a client will be required to permit the issuer to redeem the security, convert it into the underlying common stock or sell it to a third-party. Any of these actions could have an adverse effect on the client's ability to achieve its investment objective.

**General Market Conditions and Disruptions; Interconnected Markets.** Developments and disruptions in financial and securities markets generally, including such aspects and attributes as interest rates, the availability of credit, and liquidity of particular types of investments, as well as changes in general economic conditions, including unemployment and inflation, can significantly affect the prospects of companies in which the Client invests, Pier 88's ability to assess those prospects, and the Client's ability to adapt its portfolio and market exposures. In 2007 and 2008, a global "credit crisis" caused rapid and violent swings in all markets. The effects of that crisis on markets (including effects caused by governmental intervention, discussed below) may continue, and markets may be less predictable than they historically have been. In the summer and early fall of 2011 global economic disruptions caused additional dramatic swings in securities prices. Other types of disruptions could emerge, including as a result of political or economic developments outside the markets in which the Client mainly invests, that have similar, or even more dramatic, effects on the markets in which the Client invests, potentially causing the Client to incur losses.

Clients could incur major losses in the event of disrupted markets and other extraordinary events in which historical pricing relationships become materially distorted. The risk of loss from pricing distortions can be compounded by the fact that in disrupted markets previously liquid positions can become illiquid, making it difficult or impossible to close out positions against which the markets are moving. Market disruptions can result in otherwise historically low-risk strategies performing with unprecedented volatility and risk.

**Timing of Gains and Losses; Volatility.** Clients may need to hold some of its positions for significant periods before their success or failure becomes apparent or any gains can be realized. It may take longer for successful positions to realize their potential than for unsuccessful ones to reveal their weaknesses. Market prices of portfolio positions may be expected to fluctuate significantly over the Client's holding periods, causing the Client's performance to be volatile over the short term.

**Short Selling.** Clients may sell securities short. In a short sale, the Client sells securities it does not own, in the expectation that the market price will decline, and the Client will be able to buy replacement securities later at a lower price. To accomplish this, the Client borrows the securities from a broker or other third party. It "closes" the position by "returning" the security (buying a replacement security on the lender's behalf). This "return" obligation does not typically have a specified "maturity" date and the lender generally may require replacement of the securities whenever it chooses. A short sale theoretically involves the risk of unlimited loss; the price at which the Client must buy "replacement" securities could increase without limit. Clients may experience losses on short positions that are not offset by gains on long positions.

As collateral for its return obligation, the Client must leave the proceeds of its short sales with the lender—generally a prime broker. Ordinarily all the Client's assets held by a prime broker will serve as collateral not only for the Client's short sale return obligation, but also for any other credit the prime broker extends and any other obligations the Client owes the prime broker. If the amount of the Client's return obligation were to increase significantly due to increases in a short-sold security's price, or if the value of collateral were to decrease, the Client could be required to deliver additional cash or other collateral to the relevant prime broker. But, if substantially all the Client's assets were already serving as collateral, it is unlikely that the Client would be able to meet such a demand, and the prime broker would likely cause the Client to "buy-in" or "close" some or all of its short positions. Such a "buy-in" could well be at a time and on terms that are adverse to the Client. Less dramatically, market-driven increases in short-sale-related liabilities and reductions in collateral value could also reduce the Client's ability to effect transactions or distribute cash to fund redemptions of Shares. Lenders such as the prime brokers have great discretion in their decisions regarding adequacy of collateral, and the Client's short-selling activities, and actions that depend on availability of assets not being relied on for collateral (*e.g.*, distributing cash) could be curtailed, potentially significantly and without notice.

**Limited Liquidity of Some Investments.** Some of the Client's investments may be relatively illiquid. An investment may be illiquid because it is thinly traded or because the Client's position in it is large in relation to the overall market for the security. Clients may own (or have a short position in) securities that are relatively liquid when acquired (or sold short) but that later become

illiquid. Clients may not be able to liquidate illiquid positions if the need were to arise; rapid sales of such securities could depress the market value of those securities, reducing the Client's profits, or increasing its losses, in the positions (and rapid purchases to cover short positions could have the corollary effect). In addition, while it does not currently intend to, the Client may buy securities that are not immediately saleable in the public markets. Redemptions funded out of the most liquid portion of the Client's assets could cause the illiquid portion to be a greater percentage of the Client's portfolio than would otherwise be optimal.

**Changes in Investment Strategies.** Pier 88 has broad authority to expand, contract or otherwise change the Client's activities without notice to, or the consent of, the Feeders' investors, including Shareholders. Over time, the strategies the Client implements can be expected to expand, evolve, and change, perhaps materially. Pier 88 will not be required to implement any particular strategies and may discontinue employing any particular strategy, whether or not that strategy is specifically described in this memorandum, and without notice to investors. Any change in strategies could expose the Client's capital to additional risks.

**Valuation Risks.** For some of the Client's securities the market may be or become subject to irregular trading activity, wide bid/ask spreads and extended trade settlement periods, resulting in unreliability of pricing information. Further, if an issuer's financial condition deteriorates, accurate financial and business information can become limited or entirely unavailable and prices for its securities may not be available from any source. Where third-party pricing information for a position is not available, or where Pier 88 considers market-based pricing information not to be indicative of the position's value, the Client may assign a different (less favorable) value. As a result of these and other factors, values reflected in financial reports and used in determining investors' sharing percentages (e.g., upon new subscriptions), redemption proceeds, the Management Fee, Carried Interest and Incentive Allocations might not accurately reflect the amounts the Client could obtain (or would be required to pay as to some types of derivatives positions) if it were to try to sell the security (or close the position). Pier 88 faces conflicts of interest in making valuation decisions.

**Risks of Investing in Non-U.S. Securities.** Clients may invest and trade in securities of non-U.S. companies or governmental entities, and in securities, commodity interests, and derivative contracts and instruments denominated in currencies other than U.S. dollars. Such securities and other instruments can subject the Client to risks not typically associated with investing in securities and commodity interests in the U.S. The following are some of the more significant risks associated with this type of investing.

**Currencies and Foreign Exchange.** Clients may take positions in currencies, either directly or through the use of derivative instruments. While it may do so to hedge currency exposure on other investments, it may also do so to take advantage of what Pier 88 considers trading opportunities. The foreign exchange markets can be news-driven and can be unexpectedly volatile and can be affected by non-market forces such as actions of various governments, as described elsewhere in this memorandum.

**Hedging.** Pier 88 may use hedging strategies to the extent it considers appropriate in light of current circumstances and portfolio composition. It may do so using short positions in one instrument to hedge long positions in another instrument, and vice versa. Hedging strategies in general are intended to limit or reduce investment risk, but they can also be expected to involve transaction costs and may inherently limit or reduce the potential for profit. Hedges are often imperfectly inversely correlated with the underlying exposure Pier 88 seeks to hedge and, to the extent that is the case, can subject the Client to additional risk, if prices involved in the hedging position move against the Client. Other risks that may be involved in hedging include: (i) possible illiquidity in the market for closing out a hedging position; (ii) interest rate, spread, or other broad market movements not anticipated by Pier 88; (iii) the Client's obligations to meet margin or other payment requirements; (iv) a counterparty's default or refusal to perform; and (v) impact that required segregation of the Client's assets to cover hedge-related obligations may have on portfolio management or the Client's ability to meet short term obligations. Pier 88 will not attempt to hedge all market or other risks inherent in the Client's positions, and will hedge certain risks, if at all, only partially. Clients' portfolio composition will commonly result in various directional market risks remaining unhedged.

**Portfolio Leverage.** Clients may employ leverage. Leverage in the Client's portfolio could increase both the possibilities for profit and the risk of loss. If the Client were to borrow to leverage its investments (margin borrowing), that borrowing would probably be secured by the Client's securities and other assets. Margin borrowings typically allow the lender to demand an increase in the collateral that secures the Client's obligations, and if the Client were unable to provide additional collateral, the lender could liquidate the collateral to satisfy the Client's obligations. Forced liquidation could have extremely adverse consequences, including sales at disadvantageous times and prices and the acceleration of tax consequences.

**Derivatives in General.** Clients' investments in derivative instruments could include options, warrants, futures, forwards, and interest rate, credit default, total return, and equity swaps. Derivative instruments involve a variety of material risks, including, in some cases, extremely high-embedded advantage. The derivatives markets are frequently characterized by limited liquidity, which can make it difficult as well as costly to close out open positions in order either to realize gains or to limit losses. The pricing relationships between derivatives and the instruments underlying them may not correlate with historical patterns, resulting in unexpected losses.

**Options.** Trading options is highly speculative and may entail risks greater than investing in other securities. Option prices are generally more volatile than other securities' prices. When trading options, the Client is speculating on market fluctuations of securities and securities exchange indices while investing only a small percentage of the value of the securities underlying the options. A change in the market price of the underlying securities or underlying market index would cause a much greater change in the price of the option contract. In addition, if the Client buys options that it does not sell or exercise, it will suffer the loss of the premium paid. To the extent the Client sells (writes) options and must deliver the underlying securities at the option price, the Client has a theoretically unlimited risk of loss if the price of the underlying securities increases. If the Client must buy those underlying securities, it risks the loss of the difference between the market price of the securities and the option price. Any gain or loss derived from the

sale or exercise of an option will be reduced or increased, respectively, by the amount of the premium paid. The expenses of option investing include commission's payable on the purchase and on the exercise or sale of an option.

**Futures/Commodities Activities.** Clients could buy futures on securities indices, commodities, or currencies, and trading in other commodity interests. As with some other derivatives, futures can provide a form of leverage, allowing the Client to participate in market price fluctuations of indices, interest rates or commodities underlying futures (or options on futures), while only investing a small percentage of the value of those underlying indices, rates, or commodities as margin. Trading in futures is highly speculative and may entail risks that are greater than investing in securities, including: increased volatility relative to other securities; increased exposure resulting from the leverage aspects of futures trading; and the potential illiquidity of futures positions. Pier 88 is not registered as either a "commodity pool operator" or a "commodity trading adviser."

**Convertible Securities, Rights and Warrants.** Clients may invest in hybrid securities that may be exchanged for, converted into, or exercised to acquire a predetermined number of shares of an issuer's common stock at the option of the holder during a specified time period (such as convertible preferred stocks, convertible debentures, stock purchase rights, and warrants). Convertible securities generally pay interest or dividends and provide for participation in the appreciation of the underlying common stock but at a lower level of risk because the yield is higher and the security is senior to common stock. Convertible debt securities purchased by the Client that are acquired for their equity characteristics are not subject to minimum rating requirements.

The value of a convertible security is a function of its "investment value" (determined by its yield in comparison with the yields of other securities of comparable maturity and quality that do not have a conversion privilege) and its "conversion value" (the security's worth, at market value, if converted into the underlying common stock). The credit standing of the issuer and other factors may also affect the investment value of a convertible security. If the conversion value is low relative to the investment value, the price of the convertible security is governed principally by its investment value. To the extent the market price of the underlying common stock approaches or exceeds the conversion price, the price of the convertible security is increasingly influenced by its conversion value.

Convertible securities may also include warrants, often publicly traded, that give a holder the right to purchase at any time during a specified period a predetermined number of shares of common stock at a fixed price but that do not pay a fixed dividend. Their value depends primarily on the relationship of the exercise price to the current and anticipated price of the underlying securities.

**Over-The-Counter Derivatives.** Some of the derivatives the Client may trade will be principal-to principal or "over-the-counter" contracts between the Client and third parties entered into privately, rather than on an established exchange. These could include security-based swaps, swaps, contracts for differences, forward contracts, and other OTC derivative arrangements involving or relating to, among other things, specific securities (including total return swaps), interest rates (including caps and floors), or currencies. In all these types of transactions, the Client

will be subject to the risk that a counterparty is unable or refuses to perform. Clients will not be afforded the regulatory protections of an exchange or its clearinghouse, or of a government regulator that oversees the exchange or clearinghouse, if a counterparty fails to perform. In privately negotiated transactions, the risk of the negotiated price deviating materially from fair value is substantial, particularly when there is no active market available from which to derive benchmark prices. Over-the-counter derivatives may also expose the Client to additional liquidity risks.

**Distressed Companies.** Clients may invest in companies that are distressed or have experienced difficulties. These companies present greater risks than healthy companies; a bankruptcy could cause the Client to lose its entire investment; the Client could be forced to accept cash or securities with a value less than the Client's investment; and the Client could be prohibited from exercising certain rights with respect to such investment. Even successful distressed investments may take longer to show returns than other investments, and the markets for them may be limited for extended periods or may disappear or fail to develop.

**Political and Economic Instability.** Many non-U.S. economies and markets are relatively unstable due to, among other things, volatile internal political environments, relatively unstable monetary systems, and/or external political risks. Some governments participate in their economies through ownership or regulation in ways that can have a significant effect on securities prices. The economies of some countries depend heavily on international trade and can be adversely affected by the enactment of trade barriers or changes in the economic condition of their trading partners. In some countries, especially developing or emerging countries, political or diplomatic developments could lead to programs that would adversely affect investments, such as confiscatory taxation or expropriation.

**Currency Fluctuations.** Clients may invest in securities denominated in foreign currencies. A change in the value against the U.S. dollar of a currency in which an investment is denominated causes a corresponding change in the U.S. dollar value of the investment. Some foreign countries maintain their currencies at artificial levels relative to the U.S. dollar. This type of system can lead to sudden and large adjustments in the currency, which can in turn result in losses to foreign investors. Clients may enter into futures and foreign currency transactions to attempt to reduce its foreign currency exposure. These techniques may reduce but will not eliminate the risk of loss due to unfavorable currency fluctuations and they tend to limit any potential gain that might result from favorable currency fluctuations. Some countries restrict conversion of their currency into foreign currencies, including the dollar, and for some currencies, there is no significant foreign exchange market.

**New Issues.** Clients may invest in "new issues"—initial public offerings of equity securities. Clients or Fund investors who are "restricted persons" under the rules of FINRA, as well as executive officers and directors of certain companies that have or may have certain investment banking relationships with broker-dealers selling new issues, may be limited in the amount of profits (if any) that they may be allocated from new issues in which the Client invests or prohibited entirely from participating in a new issue. To the extent a Client or a Fund investor is subject to these limitations, their investment may produce lower performance than that experienced by



investors who are not so subject. Any Client or Fund investor who does not provide Pier 88 with information sufficient to show that he or she is not subject to FINRA-related limitations will be presumed to be subject to them.

**Reliance on Key Personnel.** Pier 88's operations are substantially dependent upon the skill, judgment and expertise of Mr. Timons and Pier 88's other investment personnel. The death, disability, departure, or other unavailability of any key personnel could have a material and adverse effect on Clients and Pier 88.

**Business Disruptions.** Pier 88's investment strategies could be significantly impacted by changing external economic conditions in the United States and globally. The stability and sustainability of growth in global economies may be impacted by terrorism, acts of war, pandemics or other unforeseen disasters. Changing economic conditions could potentially adversely impact the performance and valuation of portfolio holdings. In addition, the availability, unavailability, or hindered operation of external credit markets, equity markets, and other economic systems may have a significant negative impact on portfolio operations and profitability. There can be no assurance that such markets and economic systems will be available as anticipated or needed for the Adviser to operate and manage portfolios successfully.

**Risk Inherent in Venture Capital Investments.** The venture capital investments certain Funds make involve a high degree of risk. In general, financial and operating risks confronting portfolio companies can be significant. While targeted returns should reflect the perceived level of risk in any investment situation, there can be no assurance that the Funds will be adequately compensated for risks taken. A loss of an investor's entire investment is possible. The timing of profit realization is highly uncertain. Losses are likely to occur early in the Funds' term, while successes often require a long maturation.

Certain Funds, or through underlying pooled investment vehicles, invest in portfolio companies that are seed or early-stage in nature and that do not have any revenues. Investments in such companies involve greater risks than are generally associated with investments in more established companies. Such companies may have shorter operating histories on which to judge future performance and may have negative cash flow and may have uncertain revenue potential. Less established companies are often undercapitalized and vulnerable to financial failure. In addition, such companies often experience unexpected problems in the areas of product development, technology, manufacturing, marketing, financing and general management, which, in some cases, cannot be adequately solved. Lastly, such companies may require substantial amounts of financing which may not be available through institutional private placements or the public markets. The percentage of companies that survive and prosper can be small.

**Accelerated Transactions.** For Pier 88 to take advantage of certain investment opportunities, Pier 88 may need to make investment decisions on an expedited basis. In such limited cases, the information available to Pier 88 at the time of an investment decision may be limited. Pier 88 may not, therefore, have access to the detailed information necessary for a full analysis and evaluation of the investment opportunity.

**Investment in Companies Dependent Upon New Scientific Developments and Technologies.**

For certain Funds, Pier 88 targets investments in software companies in the PropTech, Healthcare, Cybersecurity, FinTech and Cloud sectors that are focused on the development of new technologies. The value of the Funds' investments may be susceptible to factors affecting the development of these new areas of technology and will be more volatile potentially than an investment in a fund that invests in a broader range of sectors and investments. The specific risks faced by such companies include:

- rapidly changing science and technologies;
- new competing products and improvements in existing products which may quickly render existing products or technologies obsolete;
- exposure to a high degree of government regulation, making these companies subject to changes in government policy and failures to secure, or unanticipated delays in securing, regulatory approvals;
- scarcity of management, technical, scientific, research and marketing personnel with appropriate training;
- the possibility of lawsuits related to patents and intellectual property; and
- rapidly changing investor sentiments and preferences with regard to technology related investments (which are generally perceived as risky).

**Failure of Counterparties to Perform Obligations.** In its ordinary course of business, the Firm relies on various counterparties, which include, but is not limited to, brokers, dealers, banks, custodians, and administrators ("Counterparties"). These Counterparties, with which the Firm does business and on behalf of a Fund, may, from time to time, default on their obligations with or without notice. Such defaults include, but are not limited to, a Counterparty's bankruptcy, insolvency, or other failure. A Counterparty's default on their obligations may impact the Firm's or the Fund's ability to conduct its business in the ordinary course. There is a risk of loss of assets on deposit at the Counterparty. Although government agencies or other organizations provide insurance coverage to depositors in the event of a Counterparty failure, coverage is limited to a specified amount and subject to rules and regulations. Prior events where a government agency or other organization stepped in to make depositors whole over their excess deposits at select Counterparties, which may or may not have a current or prior relationship with the Firm or the Fund, should not be construed as a guarantee that such action will be taken in the future. There is no guarantee that any excess deposits are recoverable. In the event of a Counterparty's default, the Firm will work diligently to access its capital and take actions it deems appropriate while acting in the best interest of the Fund. However, the Firm's access to capital is subject to a variety of external factors that are outside of the Firm's control, including the timing of default, a government agency's or other organization's actions, including the timing of the Counterparty's closure, ability to liquidate the Counterparty's assets, or to effect the Counterparty's sale or dissolution, unforeseeable economic factors or market conditions, and the Counterparty's technology

infrastructure operating as intended to facilitate access. Furthermore, the Firm's ability to access capital may have an impact on the Firm's and the Fund's ability to conduct operations in the normal course including, but not limited to paying expenses, funding investment opportunities resulting in delayed or missed opportunities, and calling capital from or making distributions to limited partners. Deposits concentrated at one or a limited number of Counterparties may amplify these risks.

**The foregoing list of risk factors does not purport to be a complete enumeration or explanation of every risk involved in an investment with Pier 88. Prospective investors and Clients should read the entire Brochure as well as the applicable governing documents and other materials that may be provided by Pier 88 and consult with their own advisers prior to engaging Pier 88's services.**

### **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Pier 88 or the integrity of Pier 88's management. Pier 88 has no material legal or disciplinary items to disclose.

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

#### **A. Registration as a Broker-Dealer or Broker-Dealer Representative**

Neither Pier 88 nor its management persons are registered as a broker-dealer or broker-dealer representative.

#### **B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor**

Neither Pier 88 nor its management persons are registered as futures commission merchant, commodity pool operator, or a commodity trading advisor.

#### **C. Relationships Material to this Advisory Business and Possible Conflicts of Interest**

Pier 88 serves as the investment manager of the Funds and Separate Accounts.

#### **D. Selection of Other Advisers or Managers**

Pier 88 does not utilize nor select other advisers or third-party managers or receive any compensation from such parties, and does not have business relationships that create a material conflict of interest. All assets are managed by Pier 88.

## **Item 11 – Code of Ethics**

### **A. Code of Ethics**

Pier 88 has adopted a Code of Ethics (the “Code”) pursuant to Rule 204A-1 under the Investment Advisers Act of 1940, as amended. The Code governs the activities of each member, officer, director and employee of Pier 88 (collectively, “Employees” or “Personnel”). Employees are expected to act in accordance the principles set forth in the Code, including: (i) to act with integrity, competence, diligence and respect with the public, Clients, Investors, prospective Clients and Investors, Pier 88 management, all fellow Employees, colleagues in the investment profession, and other participants in the global capital markets; (ii) to adhere to the highest standards with respect to Client accounts, to avoid any actual or potential conflicts of interest and to place the interests of Pier 88 above their own personal interests (Employees should never enjoy an actual or apparent benefit over the account of any Client or Investor); (iii) to comply with applicable provisions of the federal securities laws and promote the integrity of, and uphold the rules governing, global capital markets; (iv) to preserve the confidentiality of information that they may obtain in the course of Pier 88’s business and to use such information properly and not in any way adverse to Client interests (subject only to legal requirements); (v) to use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions, and engaging in other professional activities; (vi) to practice and encourage others to practice in a professional and ethical manner that will reflect credit on themselves and the investment profession; (vii) to maintain and improve their professional competence and strive to maintain and improve the competence of other investment professionals; and (viii) to conduct their personal financial affairs in a manner consistent with this policy, avoiding any action that could compromise in any way their ability to deal objectively with Clients of Pier 88 and Investors.

Employees covered by the Code have certain trading restrictions and reporting obligations of their personal securities transactions. Each Employee is provided with a copy of the Code and must annually certify that they have received it and have complied with its provisions. In addition, any Employee who becomes aware of any potential violation of the Code is obligated to report the potential violation to the Chief Compliance Officer (the “CCO”).

Pier 88 will discuss its Code of Ethics with Clients and prospective Clients upon request. Such a request may be made by submitting a written request to Pier 88 at the address on the cover page to this Brochure.

### **B. Recommendations Involving Material Financial Interests**

With limited exceptions, Pier 88 employees are not permitted to invest in publicly traded securities or most other financial instruments in any account in which they have direct or indirect beneficial ownership or control. Nonetheless, because the Code in some circumstances would permit Pier 88 employees to hold certain investment positions (e.g., if such positions were held at the time the employee joined the firm, or were thereafter obtained through a gift or bequest), there is a possibility that Pier 88 may recommend to Clients the purchase or sale of securities in which Pier

88 employees have a financial interest. Under these limited circumstances, the investments of Pier 88 employees may differ from, or be contrary to, those taken by the Funds. Pier 88 believes the significant restrictions on personal trading and extensive pre-approval procedures described above are reasonably designed to avoid conflicts of interest and to preserve Pier 88's ability to discharge the fiduciary duties it owes to its clients.

**C. Investing Personal Money in the Same Securities as Clients**

As discussed above, Pier 88 employees are generally not permitted to invest in publicly traded individual securities or options on individual securities, including futures and forward contracts in the sub-sectors in which the Clients also invest. Exceptions include the liquidation of securities acquired prior to commencing employment with Pier 88. Employees may indirectly own an interest in individual securities and portfolio companies through their investment into Funds managed by Pier 88.

**D. Trading Securities At/Around the Same Time as Clients' Securities**

The pre-approval procedures described in Section A (Code of Ethics) above are designed to limit the possibility that Pier 88 employees or related persons trade securities that may be bought or sold by its Clients.

**Item 12 – Brokerage Practices**

**A. Factors Used to Select or Recommending Broker-Dealers**

Pier 88 will always have discretion as to the selection of brokers (and accordingly, the commission rates paid). In selecting brokers to effect portfolio transactions for the Clients, Pier 88 is not required to consider or focus on any particular criteria and for the most part, Pier 88 will seek “best execution” of transactions. In evaluating whether a broker will provide best execution, Pier 88 will consider a range of factors, including price, the ability of the brokers to effect the transactions, the brokers’ facilities, reliability and financial responsibility, the provision of or payment for (or the rebate to the Clients for payment of) the costs of property or services, reputation, experience in certain markets, and certain brokerage or research services provided to Pier 88 by the broker. Pier 88 need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. Commissions paid by Clients to brokers may include “soft dollar” research services used by Pier 88 in making investment decisions.

**1. Research and Other Soft Dollar Benefits**

Broker-dealers are compensated through trade flow for best execution in connection with Client securities transactions and not directly for research services. As an additional service from trade execution, Pier 88 has the ability to request on occasion access to research reports from broker-dealers. Pier 88 currently does not subscribe to soft dollar benefits. However, in the future, Pier 88 has the right if, in good faith, it considers it to be in the best interest of the Client and consistent with Pier 88’s obligations to do so, to enter into “soft dollar” arrangements with one or more

broker-dealers. All “soft dollar” arrangements will fall within the safe harbor provided by Section 28(e) of the Securities Exchange Act, as that safe harbor is currently interpreted by the Securities and Exchange Commission. In such “soft dollar” arrangements, the Client may be charged a brokerage commission in excess of that which another broker might charge for effecting the same transaction if Pier 88 determines in good faith that such commission is reasonable in relation to the value of the brokerage, research, other services and soft dollar relationships provided by that broker, viewed in terms of either the specific transaction or Pier 88’s overall responsibilities to the portfolios over which Pier 88 exercises investment authority. This Brochure will be appropriately amended if in the future Pier 88 obtains soft-dollar benefits.

## 2. Brokerage for Client Referrals

Pier 88 does not consider, in selecting or recommending broker-dealers, client referrals from a broker-dealer. Pier 88 may receive referrals in the future and if it does it will appropriately amend this Brochure.

## 3. Directed Brokerage

Pier 88 does not direct brokerage. Securities transactions are executed by brokers selected by Pier 88 in its discretion and without the consent of the Clients or Investors.

### B. Aggregating Trading for Multiple Client Accounts

If Pier 88 seeks to buy or sell the same security at the same time for more than one Client account, Pier 88 may combine the Clients’ orders. When it does so, Pier 88 will generally allocate the proceeds of those transactions (and the related transaction expenses) among the participants on an average price basis (although it may allocate partially filled orders differently). Pier 88 believes combining orders in this way will, over time, be advantageous to all participants. However, the average price could be less advantageous to a Client than if a Client had been the only transacting account or had traded ahead of the other participants.

## **Item 13 – Review of Accounts**

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

Pier 88 reviews Client accounts on a regular, but no less than on a quarterly basis to ensure consistency with the Clients’ strategy and performance objectives. Asset allocation, cash management, market prospects and individual investment prospects are considered. The reviews are conducted primarily by the Firm’s Portfolio Managers.

### B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

Reviews may take place more frequently if triggered by economic, market, political conditions or any unusual activity or special circumstances.

**C. Content and Frequency of Regular Reports**

Investors in the Funds will generally receive written reports, including unaudited reports of performance no less frequently than semi-annually and will receive audited year-end financial statements annually. Separate Accounts generally receive written reports on a monthly basis. Pier 88 will provide an investor in a Fund with information on a more frequent basis if agreed to by Pier 88 and such investor.

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

**A. Economic Benefits Provided by Third Parties**

Pier 88 does not receive any economic benefit, directly or indirectly from any third party for advice rendered to the Clients.

**B. Compensation to Non-Advisory Personnel for Client Referrals**

Currently, neither Pier 88 nor its related persons directly or indirectly compensate any person who is not a supervised person, including placement agents, for Client or investor referrals. If in the future Pier 88 enters into such arrangements, this Brochure will be appropriately amended.

**Item 15 – Custody**

SEC rules provide that, because Pier 88 and/or its related persons are the general partner of the one or more of the Funds and have authority to obtain Client funds, for example, by deducting fees or otherwise withdrawing funds from Funds' account, Pier 88 or its related persons are considered to have "custody" of those Funds' assets, even though independent custodians (prime brokers) actually hold those assets. The custody rules generally require investment advisers that have "custody" of Client assets to cause certain account statements detailing holdings and transactions to be sent to Clients, and imposes certain other obligations. However, advisers to investment funds like the Funds are not required to comply (or are deemed to have complied) with certain requirements of the Custody Rule with respect to each Fund because it complies with the provisions of the so-called "Pooled Vehicle Annual Audit Exception," which, among other things, requires that each Fund be subject to audit at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and requires that each Fund distribute its audited financial statements to all investors within 120 days of the end of its fiscal year. Pier 88 satisfies the SEC's custody requirements by providing investors with audited financial statements by a specified time each year.

Pier 88 does not have custody of assets for Separate Account Clients. Such assets are held at a qualified custodian.

## **Item 16 – Investment Discretion**

Pier 88 is typically authorized to invest and trade the Clients' assets in a broad range of investments, to be selected at Pier 88's discretion, subject to the guidelines set forth in the Funds' governing documents and Separate Accounts' advisory agreements. Further, Pier 88 may enter into any type of investment transaction and employ any investment methodology or strategy it deems appropriate.

Pursuant to the Funds' governing documents and advisory agreements between Pier 88 and the Clients, each Client designates Pier 88 as its attorney-in-fact to execute, certify, acknowledge, file, record and swear to all instruments, agreements and documents necessary or advisable to carrying out the Client's business and affairs.

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

Pier 88 exercises voting authority over Client proxies and has adopted proxy voting policies and procedures in accordance with Rule 206(4)-6 of the Investment Advisers Act of 1940, as amended. The policies require Pier 88 to vote proxies received in a manner consistent with the overall best interests of the Clients. In voting Client proxies, Pier 88 will seek to avoid material conflicts of interest between the interests of Pier 88, on the one hand, and the interests of its Clients, on the other.

Pier 88 shall ensure that it is the designated party to receive proxy voting materials from companies or intermediaries. All proxy voting materials received by employees or other persons associated with Pier 88 must be immediately forwarded to the CCO, who will be responsible for ensuring that proxies are voted and submitted in a timely manner. The CCO will consult with Pier 88's investment personnel and provide them with the proxy materials, if relevant, prior to voting any proxies.

Pier 88 generally will vote in favor of management proposals or recommendations, so long as this is consistent with maximizing shareholder value, unless considerations require otherwise. Pier 88 may abstain from voting proxies in the event that the Client's economic interest in the matter being voted upon is limited relative to the Client's overall portfolio or the Client's vote will not have an effect on the outcome or on the Client's economic interests.

A potential conflict of interest may exist if Pier 88 votes a proxy solicited by an issuer with which Pier 88 or any Pier 88 personnel has or had a business or personal relationship that may be affected by Pier 88's proxy vote. As per its stated policy, Pier 88 will seek to resolve any potential conflict keeping in mind the best overall interest of the Clients.

Pier 88 will provide, upon request, a copy of those policies and procedures and/or information concerning its voting record on account proxy matters. Such a request may be made by contacting [saurigemma@pier88.com](mailto:saurigemma@pier88.com).



**Item 18 – Financial Information**

Pier 88 has no financial commitment that is reasonably likely to impair its ability to meet contractual commitments to Clients and has not been the subject of a bankruptcy petition.

**Item 19 – Requirements for State-Registered Advisers**

Not applicable.