

**PART 2A OF FORM ADV FIRM BROCHURE**

**VISION RIDGE  
P A R T N E R S**

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**This Brochure provides information about the qualifications and business practices of Vision Ridge Partners, LLC. If you have any questions about the contents of this Brochure, please call us at 720-616-6506. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority, and references in this Brochure to Vision Ridge Partners, LLC as a “registered investment adviser” are not intended to imply a certain level of skill or training.**

**Additional information about Vision Ridge Partners, LLC is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

## **ITEM 2 – MATERIAL CHANGES**

This is the first version of the Vision Ridge Partners' Brochure. Accordingly, there are no prior versions of the Brochure and no material changes to be noted.

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## **ITEM 4 – ADVISORY BUSINESS**

### **A. Overview of Vision Ridge Partners, LLC**

Vision Ridge Partners, LLC (“Vision Ridge”) is a sustainability oriented investment management firm formed in 2008. The principal owner of Vision Ridge is Reuben Munger (the “Managing Principal”).

Vision Ridge provides discretionary investment advisory services to pooled investment vehicles (the “Funds”) and separately managed accounts (the “Managed Accounts” and together with the Funds, the “Advisory Clients”).

The activities of each Advisory Client are governed by a limited partnership agreement or investment management agreement, as applicable (each an “Advisory Client Agreement”), that specifies the investment guidelines and investment restrictions applicable to each Advisory Client. In addition, the private placement memorandum, if applicable, prepared for the investors of a Fund also contains information regarding the intended investment program and associated risks for such Fund (the “PPM” and together with the Advisory Client Agreements, the “Offering Documents”).

An affiliate of Vision Ridge serves as general partner of each of the Funds (the “General Partner”). Vision Ridge and/or the General Partner provide investment management and/or investment supervisory services to the Advisory Clients. As applicable, the General Partner and Funds retain Vision Ridge to provide investment management and advisory services. The General Partner retains management authority over the business and affairs of the Funds.

The Advisory Clients are not registered under the Investment Company Act of 1940, as amended (the “Investment Company Act”), and the securities of the Advisory Clients are not registered under the Securities Act of 1933, as amended (the “Securities Act”).

The investors in the Funds (“Investors”) and the Managed Account clients are “qualified purchasers” (as defined in the Investment Company Act), and may include, among others, high net worth individuals, pension and profit sharing plans, trusts, endowments, estates, charitable organizations, corporations, limited partnerships, and limited liability companies.

### **B. Advisory Services**

Vision Ridge offers investment advice solely with respect to the investments made by the Advisory Clients. Such services consist of investigating, identifying, and evaluating investment opportunities, structuring, negotiating, and making investments on behalf of the Advisory Clients, managing and monitoring the performance of such investments, and disposing of such investments (“Portfolio Investments”).

Vision Ridge generally has broad and flexible investment authority with respect to the Advisory Clients. As noted above each Advisory Client’s investment objective and strategy is set forth in the respective Offering Documents.

### **C. Tailoring of Advisory Services**

Vision Ridge tailors its investment advice to each Advisory Client in accordance with such Advisory Client’s investment objectives and strategy as set forth in the relevant Offering Documents. Certain investment limitations may be included in the Advisory Client Agreements. Separately Managed Account Agreements are individually negotiated.

D. **Wrap Fee Programs**

Not applicable. Vision Ridge does not participate in wrap fee programs.

E. **Assets Under Management**

As of May 31, 2017 Vision Ridge and/or the General Partner manage approximately \$449,092,255 of Advisory Client assets on a discretionary basis. Vision Ridge does not have any clients whose assets are managed on a non-discretionary basis<sup>1</sup>.

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<sup>1</sup> It should be noted that certain of the Managed Account clients may opt out of investments recommended to them by the investment committee. However, as of the date of this Brochure such right has not been exercised. As such, Vision Ridge in good faith believes it is most accurate to classify all assets as discretionary.

## **ITEM 5 – FEES AND COMPENSATION**

### **A. Compensation and Fee Schedule**

Vision Ridge is generally compensated by the Advisory Clients through the payment of management fees. In addition, the Vision Ridge or an affiliate is entitled to receive performance based compensation from the Advisory Clients. The specific terms relating to the fees paid by each Advisory Client vary. Vision Ridge has waived or reduced fees and performance allocation for employees and certain strategic investors.

As noted above, all Investors and all Advisory Clients are qualified purchasers as defined in section 2(a)(51)(A) of the Investment Company Act and accredited investors within the meaning of Regulation D of the Securities Act.

In addition, Vision Ridge, its supervised persons, or the General Partner may receive certain transaction fees, advisory fees, director's fees, break-up fees or other similar fees in connection with the Portfolio Investments. As of the date of this Brochure no such fees are received. However, in the future, payment of such fees may create a conflict of interest because it could create an incentive for Vision Ridge or an affiliate to cause an Advisory Client to invest its capital in a company that will pay such a fee. To mitigate such conflict, such fees will be offset against management fees otherwise payable to Vision Ridge.

### **B. Deduction of Fees**

Vision Ridge, or an affiliate, deducts the management fees directly from the relevant Fund's assets at the beginning of each calendar quarter. The managed accounts are billed quarterly in advance for the management fees. Performance based compensation described in Item 6 below is paid to Vision Ridge or an affiliate when earned. Advisory Clients do not have the ability to choose to be billed directly for fees incurred.

### **C. Fees and Expenses**

In general the Advisory Clients are responsible for the following expenses: organizational costs, all costs and expenses incurred in the investigation, holding, purchase, sale, or exchange of consummated Portfolio Investments (including, but not by way of limitation, private placement fees, finder's fees, interest, taxes, brokerage fees or commissions, legal fees, audit and accounting fees, certain consulting fees, custodial fees, fees associated with the registration of the Advisory Clients' securities under applicable securities laws or regulations, and travel expenses incurred in managing and holding Portfolio Investments), legal fees, tax matter partner expenses, cost of liability and other premiums for insurance, all out-of-pocket expenses of preparing and distributing reports to partners including communications and the annual or other reports, fees and expenses relating to outsourced finance, reporting, administration, accounting and back-office services, all costs and expenses arising out of the Advisory Clients' indemnification obligation pursuant to the Advisory Client Agreement, and all expenses that are not normal operating expenses.

The above is a general description, and the expenses vary from Advisory Client to Advisory Client. Investors are encouraged to refer to the applicable Advisory Client Agreements.

#### **Allocation of Expenses**

Advisory Client expenses will generally be allocated pro rata basis based on invested capital or committed capital (as applicable depending on the nature of the expense) across participating Advisory Clients. Provided, however, that expenses incurred by an Advisory Client in respect of the acquisition, holding, or

disposition of any Portfolio Investment shall only be borne by, and allocated to, those Investors participating in such Portfolio Investment and shall not be borne by or allocated to those Investors/Advisory Clients excused or excluded from such Portfolio Investment pursuant to the Offering Documents. Investors should refer to the applicable Advisory Agreements for more detail.

#### Offset Management Fees

The management fee will be offset by an amount equal to any private placement or finder's fees and related expenses paid by the Advisory Client in connection with the formation and organization of the Advisory Client. Additionally, the management fee will be offset by an amount equal to Advisory Clients' pro rata share of one hundred percent (100%) of the amount of any cash or other compensation paid as directors, consulting, management service, advisory, consultant, transaction, commitment, breakup or broken deal fees or similar fees to the General Partner, the Managing Principal, or Vision Ridge, or its employees or affiliates, in connection with a Portfolio Investment.

#### Operating Partners

Vision Ridge works with third party consultants including advisors who are former senior executives with operating, entrepreneurial, and/or investment experience as well as industry-specific knowledge ("Operating Partners"). Operating Partners play an important role in how Vision Ridge manages its portfolio and assist with a variety of activities, including market research, new investment identification, pre-investment business diligence, and post-investment value creation. Operating Partners are not employees of Vision Ridge but consultants who provide an important source of operating and strategic expertise across a wide spectrum of different fields within our focus sectors. As appropriate, Vision Ridge makes its Operating Partners available to Portfolio Investments.

Operating Partners are typically paid a consulting fee by Vision Ridge or a portion of the performance allocation. Compensation varies depending upon a number of variables, including expertise and time commitment. From time-to-time, these individuals may also co-invest in transactions in which they are involved under the same terms and conditions as the applicable Advisory Client. As an Operating Partner becomes more ingrained with a Portfolio Investment, he or she could take on a more active role, including, for example, taking a board seat and providing additional services directly to the Portfolio Investment. In either case, the Operating Partner may receive direct compensation from the Portfolio Investment or may receive additional compensation from Vision Ridge. Any compensation received by the Operating Partner directly from the Portfolio Investment will not offset the management fee as described above.

*It is critical that Investors refer to the Offering Documents or other governing documents for an Advisory Client for a complete understanding of how fees are paid to Vision Ridge and/or its affiliates. The information contained herein is a summary only and is qualified in its entirety by such documents.*

#### **D. Prepayment of Fees**

Management fees applicable to the General Partner or Vision Ridge are typically paid quarterly in advance pursuant to the Advisory Client Agreement or as otherwise described in the relevant offering documents. Investors cannot withdraw from a Fund prior to the termination of such Fund. As such, Investors are not entitled to a refund of the management fee.

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

As described in Item 5.B. above, Vision Ridge or an affiliate receives performance-based compensation, also referred to as “Carried Interest”, from the Advisory Clients. In general, an Advisory Client allocates a percentage of its net profits to Vision Ridge or an affiliate.

The possibility that Vision Ridge or an affiliate may receive Carried Interest creates a potential conflict of interest in that it may create an incentive for Vision Ridge to make investments that are riskier or more speculative than in the absence of such performance-based distributions.

The Carried Interest compensation differs among Advisory Clients. This creates a potential conflict of interest in that Vision Ridge may have an incentive to favor the Advisory Client for which Carried Interest payments are, or are more likely to be, higher than other Advisory Clients. Any such conflict of interest, and other conflicts of interest that may arise from the receipt of Carried Interest, are mitigated by Vision Ridge’s allocation policy and the terms of the Offering Documents. Vision Ridge allocates investment opportunities in a fair and equitable manner as detailed in the respective Offering Documents and its allocation policy.



## **ITEM 7 – TYPES OF CLIENTS**

Vision Ridge provides investment advisory services solely to the Advisory Clients, as described in Item 4, above. Each Investor in the Advisory Clients and the Managed Account clients must meet certain eligibility provisions. Specifically, each Investor is required to represent that it is an “accredited investor” (as defined in Regulation D under the Securities Act), a qualified client under Rule 205-3 under the Investment Advisers Act of 1940, as amended (the “Advisers Act”), and a qualified purchaser as defined in section 2(a)(51)(A) of the Investment Company Act. The Funds require a significant minimum capital commitment from an Investor, and a significant commitment is required to establish a Managed Account.

## ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS

### A. Methods of Analysis and Investment Strategies

Our investment strategy primarily involves investment in real assets that have a core natural resource that Vision Ridge believes can be optimized for higher value uses in the following sustainable sectors: renewable power, agriculture, water, waste-to-energy, transportation, energy efficiency, and land.

There can be no assurance that Vision Ridge will achieve its investment objectives or that the investment strategies employed by Vision Ridge and the Advisory Clients will be successful. Investing in securities involves a risk of loss the Investor and Advisory Clients should be prepared to bear.

### B. Risk Factors

An investment in the Advisory Clients involves a significant degree of risk. There can be no assurance that the Advisory Clients' targeted rate of return or return on investment will be achieved or that there will be any return of capital. The investment environment is increasingly competitive, and an Investor should only invest if the Investor can withstand the liquidity constraints and a total loss of its investment. No guarantee or representation is made that the Advisory Clients' investment programs will be successful.

Please note that all references to Vision Ridge in this Item 8 shall include the applicable General Partner. The following are some of the additional material risks associated with an investment in the Advisory Client:

**Competitive Marketplace.** The marketplace for investing in sustainable real assets has become increasingly competitive. Substantial amounts of capital have been dedicated to making investments in this asset class, and the competition for investment opportunities is at high levels. Some competitors may have greater financial and personnel resources than the Advisory Clients. There can be no assurances that the Advisory Clients will locate an adequate number of attractive investment opportunities.

**Availability of Attractive Investment Candidates.** The ultimate success of the Advisory Clients will hinge on the ability to locate attractive investment opportunities. There can be no assurances that attractive opportunities will be found in sufficient quantity to allow all of the capital commitments to be drawn within the Advisory Clients' investment period.

**General Economic and Market Conditions.** The Advisory Clients and Portfolio Investments may be adversely affected by general international or domestic economic or market conditions.

**Functioning of Markets.** The availability, unavailability, or hindered operation of external credit markets, equity markets and other economic systems which the Advisory Clients may depend upon to achieve their objectives may have a significant negative impact on the Advisory Clients' operations and profitability.

**Minority Investments.** Certain of the Advisory Clients' investments may represent minority stakes in Portfolio Investments. Such minority stakes will have neither the control characteristics of majority stakes nor the valuation premiums accorded majority or controlling stakes. The Advisory Clients may also invest in companies for which the Advisory Clients have no right to appoint a director or manager or otherwise exert significant influence. In such cases, the Advisory Clients will be reliant on the management and board of directors or managers of such companies.

**Future and Past Performance.** The performance of the past investments of the Vision Ridge and its affiliates is not necessarily indicative of the Advisory Clients' future results.

**Reliance on Operating Partners.** As noted above Operating Partners may have a significant role with certain Portfolio Investments. Accordingly, the returns of the Advisory Client will depend in some cases on the performance of unrelated Operating Partners and could be substantially adversely affected by the unfavorable performance of one or more such Operating Partners.

**Non-diversification Risk.** Advisory Clients may hold securities of a smaller number of issuers or invest a greater percentage of its assets in a particular portfolio investment than a more diversified fund, as such the gains or losses on a single Portfolio Investment may have greater impact on the Advisory Clients than on a diversified fund.

**Availability of Rebates, Tax Credits, and Other Financial Incentives.** Reductions in, or eliminations or expirations of, governmental incentives could cause an increase in the price of renewable energy systems and reduce the size of the addressable market, thereby adversely impacting the results of operations of the Portfolio Investments.

**Changes to Electric Utility Industry Regulations.** Federal, state, and local government regulations and policies concerning the electric utility industry and internal policies and regulations promulgated by electric utilities heavily influence the market for electricity generation products and services. In the United States and elsewhere, governments and utilities continuously modify these regulations and policies. These regulations and policies could impact the likelihood of customers purchasing renewable energy. This could result in a significant reduction in the potential demand for renewable and sustainable asset products and systems.

**Renewable Energy Industry Risk.** The renewable energy industry can be significantly affected by obsolescence of existing technology, short product lifecycles, falling prices and profits, competition from new market entrants, and general economic conditions. The industry can also be significantly affected by fluctuations in energy prices and supply and demand of renewable energy, energy conservation, the success of exploration projects, and tax and other government regulations and policies. Companies in this industry could be adversely affected by commodity price volatility, imposition of import controls, increased competition, depletion of resources, technological developments and labor relations. Changes in U.S. and other governments' policies towards alternative energy also may adversely affect Advisory Client performance.

**Competition from Traditional Energy Companies.** The renewable energy industries are both highly competitive and continually evolving as participants strive to distinguish themselves within their markets and compete with large utilities.

**Concentrated Project Risks.** Certain Portfolio Investments have ongoing significant projects for commercial and governmental customers. These larger projects create concentrated operating and financial risks for the Portfolio Investment. If construction, warranty or operational issues arise on a larger project, or if the timing of such projects unexpectedly shifts for other reasons, such issues could have a material impact on financial results of the portfolio investment and the Advisory Client.

**Potential Liabilities.** In connection with its investments, the Advisory Client may negotiate the right to appoint one or more of the General Partner or Vision Ridge employee as a member of the portfolio investment's board of directors or managers. Such membership can result in the Advisory Client or the individual principal being named as a defendant in litigation. The Advisory Client will also indemnify the

General Partner, Vision Ridge, and its principals, among others, for liabilities incurred in connection with operations of the Advisory Client, including liabilities arising from such suits.

**Contingent Liabilities on Disposition of Investments.** In connection with the disposition of an investment, the Advisory Clients may be required to make representations about the business and financial affairs of such investment. The Advisory Clients may be required to indemnify the purchasers of such investment to the extent that any such representations are inaccurate. These arrangements may result in the incurrence of contingent liabilities for which the Advisory Clients may establish reserves and escrows. In that regard, distributions may be delayed or withheld until such reserve is no longer needed or the escrow period expires.

**Absence of Liquidity and Public Markets.** The Advisory Clients investments will generally be private, illiquid holdings. As such, there will be no public markets for the securities held by the Advisory Clients. In addition, the realization of value from any investments will not be possible or known with any certainty until the General Partner elects, in its sole discretion, to sell the Advisory Clients' investments and subsequently distribute the proceeds to the investors or to distribute securities to investors in lieu of cash.

**Focused Investment Strategy.** The Advisory Clients will be focused on investments involved in the sustainable real asset sector. A specific investment focus is inherently riskier and could cause the Advisory Clients' investments to be more susceptible to particular economic, political, regulatory, technological, or industry conditions or occurrences compared with a fund, or a portfolio of funds, that is more diversified or has a broader industry focus.

**Difficulty in Valuing Portfolio Investments.** Generally, there will be no readily available market data for a substantial number of the Portfolio Investments and hence, such investments will generally be difficult to value. Due to the absence of readily available market valuations or market quotations for the Portfolio Investments, the valuation of the Portfolio Investments is determined in good faith by Vision Ridge or its affiliates. Despite Vision Ridge's efforts to acquire sufficient information to monitor certain Portfolio Investments and make well-informed valuation and pricing determinations, information may be limited. Vision Ridge may have to make valuation determinations without the benefit of an adequate amount of relevant information. Prospective investors should be aware that as a result of these difficulties, as well as other uncertainties, any valuation may not necessarily represent the fair market value of the securities acquired by the Advisory Clients.

**Leverage.** To the extent that any investment is made with a leveraged capital structure or any Portfolio Investment borrows or enters into other financing transactions requiring periodic payments, such investment will be subject to increased exposure to adverse economic factors such as a significant rise in interest rates, a severe downturn in the economy, or deterioration in the condition of such company or its industry. If such investment is unable to generate sufficient cash flow to meet principal and interest payments on its indebtedness, the value of any equity investment by the Advisory Clients in such company could be significantly reduced or even eliminated.

**Written Side Agreements.** The Funds, the General Partner, and Vision Ridge are authorized, without the approval of any Investor, to enter into side letters or similar written agreements with Investors that have the effect of establishing rights under, or altering or supplementing the terms of the Offering Documents, including without limitation to provide for different or more favorable fees, access to information about the Advisory Clients' investments, or other matters relating to an investment in the applicable Advisory Client. The ability of other Investors to elect to receive the benefit of such side agreements will be limited.

**Conflicts of Interest.** The following is not intended as an exhaustive list of the potential conflicts. Instances may arise where the interest of the General Partner (or its members), Vision Ridge, employees, and/or their

affiliates may potentially or actually conflict with the interests of the Advisory Clients and the Investors. For example, the existence of the carried interest payable to Vision Ridge or its affiliates may create an incentive for the General Partner and the Investment Committee to make more speculative investments on behalf of the Advisory Client than it would otherwise make in the absence of such performance-based arrangements. Vision Ridge employees may also form and devote their time to other investment partnerships with activities similar to those of the Advisory Clients, including prior vehicles managed by Vision Ridge and future funds, all as permitted by the Offering Documents. Vision Ridge, the General Partner, and employees may also have conflicts of interest in allocating time, services, and functions among the Advisory Clients and other business ventures, subject to the terms of the Offering Documents. Conflicts may arise in the allocation of investment opportunities and the Managing Principal's time among the Advisory Clients, on the one hand, and existing investments managed by the Managing Principal as well as future Advisory Clients. Vision Ridge seeks to mitigate such conflicts by disclosing such conflicts in the Brochure and in the relevant Offering Documents. Further the Offering Documents and the Compliance Manual contain provisions to mitigate certain of the above conflicts.

**Co-Investments.** Vision Ridge may offer the right to participate in investment opportunities of the Advisory Client to its Investors or other outside investors, groups, partnerships or corporations, or other entities provided that opportunities which are in the Advisory Clients' investment criteria are first offered to and allocated to the Advisory Clients and provided further that any such co investment shall first be approved by the investment committee of the relevant Funds. The General Partner may be permitted to establish an investment vehicle in respect of such co-investments and may charge a management fee and/or carried interest with respect thereto. Investors should refer to the detailed disclosure in the PPM.

*Investors are provided with Offering Documents that contains a detailed description of the material risks related to an investment in the Advisory Clients, and are advised to carefully review all risk factors set forth in the relevant offering documents.*

## **ITEM 9 – DISCIPLINARY INFORMATION**

Vision Ridge is required to disclose all material facts regarding any legal or disciplinary events that would be material to an Investor's evaluation of Vision Ridge or the integrity of Vision Ridge's management. Vision Ridge has no legal or disciplinary information to disclose at this time.

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

- A.** Vision Ridge and its management persons are not registered and do not have an application pending to register as a broker-dealer, or as a registered representative of a broker-dealer.
- B.** Vision Ridge and its management persons are not registered and do not have an application pending to register as a futures commission merchant, a commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.
- C.** Vision Ridge does not have any related persons listed in Item 10.C of the ADV Part 2A. Notwithstanding the prior sentence, the following should be noted:

As noted in Item 4.A above, an affiliate of Vision Ridge serves as the General Partner of the Funds. The General Partner is a related person of Vision Ridge. Vision Ridge, together with the General Partner, provides investment management and/or investment supervisory services to the Funds.

As described elsewhere in this Brochure, Vision Ridge may seek to make significant investments in Portfolio Investments with board representation and customary shareholder rights. As such, Vision Ridge's supervised persons have management roles with certain Portfolio Investments and serve, and may in the future serve, on the board of directors of such Portfolio Investments.

In addition to the above, Reuben Munger, the Managing Director of Vision Ridge, acts as the director for a land restoration company and sits on the investment committee of an unaffiliated investment manager. The Advisory Clients may invest in or alongside investments held and managed by these entities. While these entities are not managed by the Advisory Clients, actual or potential conflicts of interest could result in that these vehicles, in certain circumstances, compete with the Advisory Clients to obtain an investment allocation. Vision Ridge manages this conflict of interest by ensuring that Reuben adheres to the Code of Ethics. Further, in certain cases the Advisory Clients have right of first refusal on proposed investments, and certain Funds have created a limited partnership advisory committee ("LPAC") that approves investments where there may be an inherent conflict of interest.

A member of Capricorn Investment Group, LLC ("CIG") serves on the investment committee of Sustainable Asset Fund, LP ("SAF") and certain members of Vision Ridge share office space in New York with CIG. Vision Ridge is of the view that this arrangement does not create a material conflict of interest. However, any potential conflict of interests are mitigated by the fact that the partner of CIG who is on the investment committee of SAF will be subject to the reporting requirements under the Vision Ridge Code of Ethics. Further, CIG's involvement on the investment committee has been disclosed to investors in SAF. Finally, Vision Ridge has adopted an office sharing policy to ensure that any material non-public information (other than information relating to the portfolio investments of SAF) is not shared with Capricorn employees.

As of the date of this brochure CIG personnel continue to provide certain back office and administrative services to Vision Ridge pursuant to a services agreement. Vision Ridge compensates CIG for such services.

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

As noted above, the Advisory Clients invest in funds managed by another investment manager and may

make similar investments in the future (such managers “Other Advisers”). Vision Ridge and its affiliates may have a conflict of interest recommending Other Advisers to clients in that the Managing Principal of Vision Ridge in certain cases has a financial interest (including but not limited to receipt of management fees) that could create an incentive for Vision Ridge to recommend such investments over other, more suitable investments from which the Managing Principal derives no supplemental financial benefit. Vision Ridge mitigates such potential conflicts through disclosure to clients, LPAC approval (where required) and adherence to its allocation policy and Code of Ethics.

Vision Ridge clients may be subject to additional layers of asset-based fees and performance-based fees or allocations in respect of investments managed by Other Advisers.

#### **E. Other Outside Activities**

Principals, employees, and consultants (together “Access Persons”) of Vision Ridge and its affiliates engage in outside activities unrelated to Vision Ridge. While the amount of time spent by Access Persons on such activities may vary, such activities could be viewed as competing with the time needed in fulfilling fiduciary obligations to clients of Vision Ridge. Vision Ridge manages this conflict of interest by ensuring that Access Persons adhere to the Code of Ethics.



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

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

Vision Ridge's Code of Ethics (the "Code") is designed to meet the requirements of Rule 204A-1 of the Advisers Act. The Code applies to Vision Ridge's "Access Persons." Access Persons include any member, officer, or director of Vision Ridge and/or employee of Vision Ridge who, in relation to the Advisory Clients: (1) has access to non-public information regarding any purchase or sale of securities, or non-public information regarding the holdings of the Advisory Clients; or (2) is involved in making securities recommendations, executing securities recommendations, or has access to such recommendations that are non-public. In addition, certain other individuals, such as temporary employees, may also be deemed to be Access Persons by the Chief Compliance Officer.

The Code sets forth a standard of business conduct that takes into account Vision Ridge's status as a fiduciary to the Advisory Clients and requires Access Persons to place the interests of Advisory Clients above their own interests and the interests of Vision Ridge. The Code requires Access Persons to comply with applicable federal securities laws. Further, Access Persons are required to promptly bring violations of the Code to the attention of Vision Ridge's Chief Compliance Officer. All Access Persons are provided with a copy of the Code and are required to acknowledge receipt of the Code upon hire and on at least an annual basis thereafter.

The Code also sets forth certain reporting and pre-clearance requirements with respect to personal trading by Access Persons. Access Persons must provide Vision Ridge's Chief Compliance Officer with a list of their personal accounts and an initial holdings report listing the holdings of such personal accounts in writing within 10 days of becoming an Access Person. In addition, Vision Ridge's Access Persons must provide annual holdings reports and quarterly transaction reports detailing, respectively, the holdings and quarterly transactions in their personal accounts in accordance with Advisers Act Rule 204A-1.

The Code also describes Vision Ridge's duty to protect material non-public information about public securities/public investment recommendations provided to (or made on behalf of) Advisory Clients. Underlying these policies and procedures are two primary principles. First, confidential information must be maintained in confidence. Second, Access Persons who possess material non-public information about a public company must not trade in the public securities affected by such information, must not disclose such information to anyone who does not have a legitimate need to know it and must immediately disclose such information to the Chief Compliance Officer.

Finally, Vision Ridge maintains a "Restricted List" with the names of issuers of public securities about which Vision Ridge or its affiliates (including Access Persons) hold an interest or otherwise have learned material non-public information. In order to minimize the risk of improper transactions, this may include transactions which are known by Vision Ridge of public companies considering the purchase or sale of Portfolio Investments. This could also include a Portfolio Investment that is considering going public. Access Persons are prohibited from trading securities on the Restricted List without the prior written consent of the Chief Compliance Officer so that the Chief Compliance Officer may confirm that the proposed investment meets the requirements of the applicable Advisory Client Agreements and the Code.

Advisory Clients, Investors or prospective Investors may obtain a copy of the Code by contacting the Chief Compliance Officer.

**B. Conflicts of Interest Related to Recommendations to Advisory Clients**

As explained in Item 10.C above, the General Partner which is owned in part by the Managing Principal and is a related person of Vision Ridge, serves as the general partner to the Funds. The General Partner also commits capital to the Advisory Clients, and as a result every investment made by an Advisory Client involves a purchase of securities whereby a related person of Vision Ridge acquires an indirect interest in such securities. Affiliates of Vision Ridge, the Managing Principal, and other Access Persons also maintain investments directly in certain of the Advisory Clients. The fact that such persons have financial interests in the Advisory Clients could create a potential conflict in that it could cause Vision Ridge to make different investment decisions than if such parties did not have such financial ownership interests. However, Vision Ridge believes that these financial interests align Vision Ridge's and its affiliates incentives with Investors and the Advisory Clients.

The Managing Principal has made investments directly in certain Portfolio Investments and has, in certain cases, made investments alongside the land restoration company that he is a director of which could have been suitable for the Advisory Clients. In such instances the Fund was given a right of first refusal and all such transactions were approved by the relevant LPAC.

The Managing Partner maintains a proprietary account in the form of a single member LLC of which he is the sole managing member. All investment by such account are required to the preclearance and reporting requirements in the Code. Further, any investments by such account that overlapped with the Advisory Clients were approved by the LPAC. Any such investments in the future will be required to be pre-cleared by the CCO and approved by the LPAC. Disposition of such investments must be made at the same time, and on the same terms as the Advisory Clients, unless otherwise approved by the relevant LPAC.

As described in Item 5 above, in certain cases Vision Ridge or an affiliate, may in the future receive certain directors' or consulting fees, advisory fees, break-up fees, or other similar fees in connection with the Portfolio Investments. Payment of such fees may create a conflict of interest because it could create an incentive for Vision Ridge or an affiliate to cause an Advisory Client to invest its capital in a company that will pay such a fee. To mitigate such conflict, such fees will be offset against management fees otherwise payable to Vision Ridge.

As noted in Item 6 above, performance-based compensation, also referred to as Carried Interest, may create an incentive for Vision Ridge or its affiliates to make investments that are riskier or more speculative than in the absence of such performance-based compensation.

Please see Item 8 for disclosure regarding co-investments. As noted therein affiliates of Vision Ridge may participate in such investments directly or indirectly.

Vision Ridge does not intend that the Advisory Clients will participate in "principal transactions" or "cross trades" on a regular basis. However, such transactions have occurred in rare instances in the past and may occur in the future. All such transactions were subject to LPAC approval. In the future, any cross-trades or principal transactions will be subject to the requirements in the offering documents (as applicable). Generally, such transactions will require LPAC approval (or approval of the investors in the case of certain Funds or approval of the separate accounts) as detailed in the offering documents. Vision Ridge will seek to ensure that such transactions are done at a fair price and in the best interest of the applicable clients.

It should also be noted that just because an actual or potential conflict exists does not mean that Vision Ridge, its affiliated or supervised persons will intentionally or inadvertently exploit such conflict to the detriment of any Advisory Client or that any losses suffered by one Advisory Client, but not another, are necessarily attributable to a conflict of interest. Vision Ridge mitigates the above conflicts by providing

disclosure to Advisory Clients about such affiliations and compensation, and by strictly adhering to its allocation policy, Advisory Clients' Offering Documents, its Compliance Manual, and its Code of Ethics.

## **ITEM 12 – BROKERAGE PRACTICES**

### **A. Use of Brokers**

Vision Ridge causes the Advisory Clients to invest in private transactions that are not executed on an exchange and thus Vision Ridge generally does not utilize brokers. Notwithstanding the above, Vision Ridge has utilized brokers and investment banks in connection with the purchase and sale of Portfolio Investments. This is typically done on a limited basis to remove restrictions from the securities and to help liquidate the securities in the open market. Any such purchases or sales will be executed in accordance with best execution.

In the event that Vision Ridge's business were to evolve such that the Advisory Clients were to regularly execute transactions through a broker-dealer, then Vision Ridge would adopt policies and procedures reflective of its duty to execute trades in publicly-traded securities in a manner designed to seek best price and execution. To the extent Vision Ridge does utilize brokers in the future, Vision Ridge need not solicit competitive bids and would not have an obligation to seek the lowest available commission or other transaction cost.

Vision Ridge does not utilize "soft dollars."

### **B. Aggregation of Securities**

Vision Ridge does not generally aggregate the purchase or sale of securities for various client accounts. At the present, the majority of the securities purchased for Advisory Client accounts are interests in underlying funds and other private securities and Vision Ridge will not aggregate orders for investments in such funds as it is not permitted and would not provide any benefits to its Advisory Clients.

## **ITEM 13 – REVIEW OF ACCOUNTS**

### **A. Review of Advisory Client Accounts**

The Advisory Client accounts are under periodic review by the Managing Principal or other investment professionals of Vision Ridge. Such reviews include a review of investment policy, the suitability of the investments used to meet policy objectives, and investment objectives.

### **B. Reporting**

Investors in the Advisory Clients generally receive quarterly reports after the close of each of the first three calendar quarters, which include quarterly unaudited financial statements of the Advisory Client, a summary of acquisitions and dispositions of the investments of the Advisory Clients, and a list of investments then held. Annually, Investors will receive an annual financial report audited by a nationally recognized accounting firm, information regarding the relevant Fund necessary for the completion of each Investor's tax return, and a list of investments then held by the relevant Fund.

#### **ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION**

Vision Ridge is not currently utilizing but may in the future utilize a placement agent for future funds. It is anticipated that such placement agents would be receive a fee based on the capital commitments for interests sold. All such activities will be conducted in relevant SEC guidance.

## **ITEM 15 – CUSTODY**

Pursuant to Rule 206(4)-2 under the Advisers Act (the “Custody Rule”), Vision Ridge is deemed to have custody of the assets held by the Funds because affiliates of Vision Ridge serve as the general partner of the Funds. Vision Ridge does not have custody of the managed accounts.

To ensure compliance with the Custody Rule, Vision Ridge will ensure that the Funds are subject to an annual audit by an independent public accountant registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board (“PCAOB”) and that the audited financial statements of the Funds will be prepared in accordance with generally accepted accounting principles and distributed to Investors within 120 days or 180 days (in the case of a fund of funds) of the end of the Fund’s fiscal year. Investors should carefully review the audited financial statements of the Funds upon receipt, and should compare these statements to any account information provided by Vision Ridge.

Vision Ridge’s investment program primarily involves investments in privately offered securities. As such Vision Ridge generally will be exempt from the requirement that securities be maintained with a “qualified custodian.” Vision Ridge anticipates that many of its investments will involve securities that are (i) acquired from the issuer in a transaction or chain of transactions not involving any public offering; (ii) uncertificated, and ownership thereof is recorded only on the books of the issuer or its transfer agent in the name of the client; and (iii) transferable only with prior consent of the issuer or holders of the issuer’s outstanding securities.

To the extent that Vision Ridge holds any publicly traded securities or securities which are otherwise ineligible for an exemption from qualified custodian requirement of the Custody Rule, Vision Ridge will maintain such securities with a qualified custodian in an account in the name of the Advisory Client or in accounts that contain only funds and securities owned by the Advisory Clients, under Vision Ridge’s name as agent or trustee for the Advisory Clients.

## **ITEM 16 – INVESTMENT DISCRETION**

Vision Ridge and/or the General Partner has discretionary authority to manage securities accounts on behalf of its clients. Vision Ridge and/or the General Partner is authorized to make transaction recommendations for the Advisory Clients. As explained in Item 4.C above, the Advisory Clients' investment strategy is set forth in detail in the Advisory Clients' Offering Documents. Investors do not have the ability to impose limitations on Vision Ridge's discretionary authority. Investors must execute a subscription agreement in which they make various representations, including representations regarding their suitability to invest in a high-risk investment pool. Further, prospective investors must execute a limited partnership agreement.



## **ITEM 17 – VOTING CLIENT SECURITIES**

Vision Ridge understands and appreciates the importance of proxy voting. To the extent that Vision Ridge has discretion to vote proxies on behalf of Advisory Clients, it will vote any such proxies in the best interests of Advisory Clients and in accordance with set compliance procedures.

Given Vision Ridge's business focus on investing in private companies, it is anticipated that it will be extremely rare that Vision Ridge will receive proxies. However, there are situations where private companies could have proxy issues (e.g. a private company needs approval of investors to make changes to board of directors, auditors, etc.). In such situations, Vision Ridge or the General Partner would have authority to vote proxies on behalf of Advisory Clients. In such cases, each proxy voting proposal received by an Advisory Client is thoroughly reviewed in order to ensure that each such vote is voted in the best interests of the applicable Advisory Client(s).

Prior to voting proxies Vision Ridge's investment team and Chief Compliance Officer will determine if there are any conflicts of interest related to the underlying fund or portfolio company proxy in question. If a conflict is identified, the investment team will then make a determination with the Chief Compliance Officer (which may be in consultation with the outside legal counsel or third party compliance consultants) as to whether the conflict is material or not. If no material conflict is identified pursuant to its procedures, the investment team and Chief Compliance Officer will make a decision on how to vote the proxy.

## **ITEM 18 – FINANCIAL INFORMATION**

Vision Ridge and its affiliates do not require or solicit prepayment of advisory fees six months in advance.