

Crow Point Partners, LLC
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March 31, 2020

This brochure provides information about the qualifications and business practices of Crow Point Partners, LLC (“Crow Point Partners” or “Crow Point”). If you have any questions about the contents of this brochure, please contact us at 617-951-9390. 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.

Crow Point is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information about which you determine to hire or retain an adviser.

Additional information about Crow Point also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

This brochure is the disclosure document that Crow Point provides to certain clients as required by SEC rules. This version is an update of the most recent brochure dated December 31, 2019. Crow Point may further provide a new brochure based on material changes that may occur throughout the year.

The material changes made in this updating amendment include the following:

1. David Cleary, a portfolio manager, is no longer associated with the firm.

Please read the brochure in its entirety. Currently, our brochure may be requested by contacting Peter DeCaprio, Managing Director, at 617-951-9390 or pdecaprio@cppinvest.com.

Additional information about Crow Point is also available via the SEC's website www.adviserinfo.sec.gov. The SEC's website also provides information about any persons affiliated with Crow Point who are registered, or are required to be registered, as investment adviser representatives of Crow Point.

Item 3 -Table of Contents

Item 1 – Cover Page	i
Item 2 – Material Changes.....	ii
Item 3 -Table of Contents	iii
Item 4 – Advisory Business	4
Item 5 – Fees and Compensation.....	5
Item 6 – Performance-Based Fees and Side-By-Side Management.....	6
Item 7 – Types of Clients.....	7
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....	7
Item 9 – Disciplinary Information	10
Item 10 – Other Financial Industry Activities and Affiliations.....	10
tem 11 – Code of Ethics	10
Item 12 – Brokerage Practices	11
Item 13 – Review of Accounts	14
Item 14 – Client Referrals and Other Compensation	14
Item 15 – Custody.....	15
Item 16 – Investment Discretion	16
Item 17 – Voting Client Securities.....	16
Item 18 – Financial Information	17
Brochure Supplements	18

Item 4 – Advisory Business

Crow Point Partners was organized in 2006 as a Delaware limited liability company. It is registered with the SEC as an investment adviser under the Investment Advisers Act of 1940 (“Advisers Act”). It acts as adviser or sub-adviser to U.S.-registered investment companies or mutual funds, pooled investment vehicles, pension and profit-sharing plans, and high net worth individuals. It is principally owned and controlled by its three Managing Members who are its Managing Directors, Timothy P. O’Brien and Peter J. DeCaprio for whom biographical information is presented in the brochure supplement beginning on page 11.

Crow Point Partners currently manages approximately \$260 million in client assets, all managed on a discretionary basis. “Discretionary basis” means that we decide which securities to buy and sell, when to do so, and in what amounts, all in accordance with agreed upon objectives, goals and allocations described in each client’s investment advisory agreement with us.

Crow Point also offers a wealth management service for high net worth clients in developing an asset allocation framework, provide advice on strategic and tactical asset allocation, conduct research and provide recommendations on investment managers, mutual funds, exchange traded funds and alternative investments, and provide consolidated performance reporting. Clients selecting the wealth management service will provide Crow Point with their investment objectives, risk tolerance, investment time horizon and portfolio preferences and asset class restrictions.

Crow Point provides ongoing investment and manager recommendations with respect to a client’s assets that are invested through affiliated and unaffiliated investment managers who manage separately managed accounts, affiliated and unaffiliated pooled investment vehicles available on a non-discretionary advisory basis, and cash and cash equivalents (including sweep options). Clients also may select investment managers outside of Crow Point. Crow Point does not evaluate or make any representations concerning such investment managers. Crow Point will provide wealth management clients with customized performance reports. The reports may include comparisons to recognized benchmarks and market segments.

In order for a client to invest assets, the client must first complete and execute the investment management or wrap fee agreements applicable to the underlying program. Clients who invest in SMA managers may be required to enter into separate agreements with the SMA manager. As an administrative convenience, clients can appoint Crow Point as their agent and attorney in fact to execute agreements corresponding to the applicable Investment Option (“Agreements”) on the client’s behalf. This power is limited and does not give Crow Point the discretion to make

investment decisions on the client's behalf.

Item 5 – Fees and Compensation

Crow Point does not have a standard fee schedule, as all of its fee arrangements are negotiable. For the six U.S.-registered investment companies for which Crow Point serves as adviser, the contractual annual fee ranges from a high of 1.25% percent of average net assets to a low of 0.88% of average net assets. In addition to the foregoing, Crow Point provides discretionary investment management services directly to individual and institutional clients. These accounts are managed in accordance with specific client needs and objectives set forth in the client's investment management agreement. Related advisory fees are based on a percentage of the assets under management and are typically paid in arrears and will vary by account and strategy but in a range of 0.25 to 0.75%.

Currently, Crow Point charges one client a performance fee. Performance fees are charged only to Crow Point's qualified clients and typically consist of an annual fee and a bonus fee calculated as a percentage of excess returns over a client-specified benchmark. Crow Point's performance fees are charged only to qualified clients to comply with Rule 205-3 under the Advisers Act which states that investment advisers may enter into an investment advisory contract on the basis of a share in the capital gains or capital appreciation of client funds or a portion of client funds if the client is a qualified client. A qualified client is among other things, a natural person or company that has at least \$1,000,000 under management and has a net worth of \$2,000,000 or is a qualified purchaser under Section 2(a)(51)(A) of the Investment Company Act of 1940.

Performance based fees may create an incentive for Crow Point to make investments for the pertinent accounts that are riskier or more speculative than would be the case in the absence of a performance fee. Further, advisers have an inherent conflict of interest to favor accounts that pay more in fees, such as performance-based fees. The specific manner in which fees are charged by Crow Point is established in a client's written agreement with Crow Point. Crow Point typically bills its fees on a quarterly basis. Clients may, however, elect to be billed in advance or arrears each calendar quarter. Clients may also elect to be billed directly for fees or to authorize Crow Point to directly debit fees from client accounts. Management fees are prorated for each capital contribution and withdrawal made during the applicable calendar quarter (with the exception of de minimis contributions and withdrawals). Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. Crow Point's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which are incurred by the client. Clients may incur certain charges imposed by custodians, brokers and other third parties, such as fees charged by managers,

custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to Crow Point's fee, and Crow Point does not receive any portion of these commissions, fees, and costs.

Item 12 further describes the factors that Crow Point considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).

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

From time to time, Crow Point has entered into and will enter into performance fee arrangements with qualified clients: such fees are subject to individualized negotiation with each such client. Currently, Crow Point charges one client a performance fee. Performance fees are charged only to Crow Point's qualified clients and typically consist of an annual fee and a bonus fee calculated as a percentage of excess returns over a client-specified benchmark. Crow Point's performance fees are charged only to qualified clients to comply with Rule 205-3 under the Advisers Act which states that investment advisers may enter into an investment advisory contract on the basis of a share in the capital gains or capital appreciation of client funds or a portion of client funds if the client is a qualified client. A qualified client is among other things, a natural person or company that has at least \$1,000,000 under management and has a net worth of \$2,000,000 or is a qualified purchaser under Section 2(a)(51)(A) of the Investment Company Act of 1940. In measuring clients' assets for the calculation of performance-based fees, Crow Point includes realized and unrealized capital gains and losses. Performance based fee arrangements may create an incentive for Crow Point to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. Crow Point has procedures designed and implemented to ensure that all clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among clients.

Item 7 – Types of Clients

Crow Point provides portfolio management services for separately managed accounts for high

net worth individuals, U.S. and international institutions, pooled investment vehicles, and registered investment companies or mutual funds, hedge funds, and other private investment funds. It also provides wealth management services to high net worth clients. A minimum initial investment of \$1 million is generally required to open a separately managed account, but accounts with less may be accepted at Crow Point's sole discretion and only when appropriate for the client.

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

For its investment strategy, Crow Point uses quantitative as well as in-depth fundamental research to identify companies that meet its investment criteria. Generally investment decisions are determined after performing a thorough fundamental and/or quantitative financial analysis of the identified companies, which is confirmed by industry knowledge and quantitative tools. Crow Point seeks to invest across various market capitalization sizes and investment styles (small-, large- and mid-cap companies and value and growth) in both domestic and international securities and in all industry sectors.

Crow Point's investment style is governed by the intrinsic value of a security. The lower the price of a security compared to its assessed intrinsic value, the more attractive is its fundamental value to Crow Point. Crow Point may build positions in selected securities over time and will take advantage of price dips (or spikes in the case of shorts), whenever possible. While Crow Point may take advantage of short-term moves in securities prices, it will tend to be a long-term holder. Crow Point may use moderate leverage when investing and trading its assets. Crow Point will not use fixed holding periods but will hold a position for as long as the position continues to meet Crow Point's investment criteria, without regard to how long that position has been in the portfolio. Crow Point expects that portfolio turnover will be low, quite possibly less than one time annually. Crow Point intends to manage and control risk through a rigorous sell discipline, use of commercial and proprietary risk management tools (e.g., Barra Risk model), as well as using hedging techniques (i.e., short selling).

Generally, Crow Point's investment process will involve the following four steps:

- (a) Identifying macroeconomic variables likely to have an effect on future securities prices;
- (b) Selecting securities to build around core holdings of securities of companies with strong operating histories and stable earnings that can be acquired at reasonable valuations; security selection can also be driven by perceived opportunities to invest in stocks that Crow Point has identified as having a bright long term future, but that may be experiencing a temporary setback, alternatively, Crow Point may take short positions in securities of companies that have significant debt levels or high payout ratios or whose fundamentals are deteriorating;

- (c) Constructing a portfolio around core holdings consistent with investment themes and diversification around sub-sectors; and
- (d) Maintaining a rigorous sell discipline driven by fundamental and/or quantitative analysis.

Of course, investing in securities involves risk of loss that clients should be prepared to bear.

Material Risks

The principal risks of Crow Point's investment strategies include, but are not limited to, the following:

- **Equity Risk:** an account is subject to the risk that stock prices will fall over short or extended periods of time. Historically, the equity markets have moved in cycles, and the value of an account's equity securities may fluctuate a great deal from day to day. Individual companies may report poor results or be negatively affected by industry and/or economic trends and developments. The prices of securities issued by such companies may suffer a decline in response.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.
- **Selection Risk:** This is the risk that the particular securities selected by Crow Point will underperform the relevant benchmark or other securities that may have been selected as alternatives.
- **Cybersecurity Risk:** In recent years, cybersecurity-related attacks on companies

worldwide have become not only more numerous and diverse but also more damaging and disruptive with new types of cyber incidents emerging frequently. Preventive activities and defensive tools and training can lower the risk of incidents but not all cyber incidents can be prevented. All companies employing digital technologies and the Internet are susceptible to operational, information security and related risks. Crow Point and its Clients are no exception to cyber-related risks. Cyber incidents that may affect Crow Point, and other service providers (including, but not limited to, accountants, custodians, transfer agents, financial intermediaries and Clients' service providers) can cause serious disruption that adversely affect business operations and potentially can result in financial losses, impairment to trading and transacting business, violations of applicable privacy and other laws, regulatory fines, penalties, reputational harm, reimbursement or other compensatory costs, or additional compliance costs. Moreover, while Crow Point's or Client's service providers may have established business continuity plans or risk management systems to prevent cyber incidents, there are inherent limitations in such plans or systems because of emerging new threats and cyber risks yet to be identified. Crow Point cannot control the cyber security plans and systems in place by third parties who provide services to Crow Point or to its Clients. Accordingly, Clients could be negatively affected by such cyber incidents.

- ERISA Considerations: Certain Client assets may be considered "plan assets" and subject to Title I of the U.S. Employee Retirement Income Security Act of 1972, as amended, ("ERISA"), or Section 4975 of the Internal Revenue Code (the "Code"). Such Client plan assets will be subject to fiduciary, prohibited transaction, reporting and disclosure rules under ERISA and the Code that would not otherwise be applicable and which could require Crow Point to forgo, from time to time, investments or other arrangements on behalf of Client plan assets that might otherwise have been desirable for the Client.

For wealth management clients, Crow Point assists in developing customized solutions for each wealth management client. Each wealth management client provides Crow Point with that client's financial goals, risk tolerance, and time horizon which Crow Point will use to form investment frameworks, appropriate asset classes and assistance with SMA manager selection. While such a process seeks to limit risk exposure, investing in securities involves risk of loss that clients should be prepared to bear. Average expected return of each asset class within a portfolio as well as historical risk and correlations between asset classes, are applied when conducting analysis.

Risks Relating to Wealth Management

All trading in an account is at the client's risk. The value of the assets held in an account is subject

to a variety of factors, such as the liquidity and volatility of the securities markets. Investment performance of any kind is not guaranteed, and Crow Point's or a private wealth adviser's past performance with respect to a client's account does not predict future performance with respect to any particular account.

The implementation of a customized asset allocation does not assure profit or protect against loss in declining financial markets. Certain assumptions may be made in analyses that are used to make asset allocation decisions. Any change in these assumptions may have a material impact on the client's portfolio.

The projections or other information generated by an asset allocation analysis regarding the likelihood of various investment outcomes are hypothetical in nature, do not reflect actual investment results, and are not guarantees of future results.

Private wealth managers may provide assistance with manager selection and implementation. Investing with a money manager or in an investment product may involve a high degree of risk, including loss of a client's entire investment. In addition, there is no guarantee that any investment product or manager will have positive performance or achieve any investment, tax or accounting objectives or track or outperform any designated benchmark

Item 9 – Disciplinary Information

As a registered investment adviser, Crow Point Partners is required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's evaluation of Crow Point or the integrity of its management. There are no such events to disclose.

Item 10 – Other Financial Industry Activities and Affiliations

Not applicable.

Item 11 – Code of Ethics

Crow Point is required by Section 204A of the Advisers Act to take steps to prevent the misuse of material, non-public information and to ensure that the personal securities transactions of its personnel are not in conflict with the interests of Crow Point's clients. Rule 204A-1 requires Crow Point to adopt, maintain and enforce a code of ethics requiring all principals and employees ("Access Persons") to report holdings and securities transactions to Crow Point's Compliance Department. Crow Point has adopted a code of ethics that includes provisions relating to the confidentiality of client information, a prohibition on

insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, sets forth standards of ethical and business conduct expected of Crow Point's personnel, and requires Access Persons to periodically report certain securities holdings and transactions among other things. The foregoing is only a summary of Crow Point's code of ethics, a copy of which may be obtained from its Chief Compliance Officer, Paul DeCaprio, whose address is the same as that set forth for Crow Point on the cover page of this brochure.

Item 12 – Brokerage Practices

It is Crow Point's policy, consistent with investment considerations, to seek the most favorable price and execution for brokerage orders. Most favorable execution is a combination of commission rates and prompt, reliable execution. For relatively large trades involving difficult executions, commission rates are not usually a major factor in achieving most favorable price and execution. When selecting a brokerage firm, Crow Point considers its execution capabilities, including block positioning, financial stability, ability to maintain confidentiality, delivery and ability to obtain best price and execution. Commissions on all brokerage transactions are subject to negotiation. Negotiated commissions take into account the difficulty involved in execution, the time taken to conclude the transaction, the extent of the broker's commitment, if any, of its own capital and the amount involved in the transaction. On relatively smaller trades involving little difficulty of execution, commission rates can be a major factor in achieving most favorable price and execution. Brokers may be paid an above-average commission for superior or difficult execution. Consistent with the policy of seeking the most favorable price and execution, Crow Point may consider the brokerage and research products and services of various brokerage firms, including the reputation and standing of their analysts, as well as their investment strategies, timing, accuracy of statistical information and idea generation.

Crow Point also effects transactions with brokers which pay for brokerage and research products and services that are provided by such brokers or by third parties and, with respect to clients other than registered investment companies, may not be limited to those products or services that qualify under Section 28(e) of the Securities Exchange Act of 1934 (the "Exchange Act").

With respect to clients that are registered investment companies, research and related services furnished by broker-dealers will be limited to services that constitute research or brokerage within the meaning of Section 28(e). To determine whether a particular product or service falls within the safe harbor provided by Section 28(e), Crow Point will (i) determine whether the product or service is eligible research or brokerage, (ii) determine whether the eligible product or service provides lawful and appropriate assistance in the

performance of Crow Point's investment decision-making responsibilities and (iii) make a good faith determination that the amount of client commissions paid is reasonable in light of the value of products or services provided by the broker-dealer.

The brokerage and research products and services that may qualify under Section 28(e)1 of the Exchange Act include those of a nature described above and other services which aid Crow Point in fulfilling its investment decision-making responsibilities, including reports and analyses relating to particular securities, classes of securities and securities markets, economic analyses, technical analyses, industry analyses, analyses of national and international trends, security pricing services, performance analyses, legislative developments and proxy voting services. Included among the items paid for by such brokers may be the research-related portions of management information systems used by Crow Point. Where a particular item (such as a management information system) has both research and non-research related uses, Crow Point will make a reasonable allocation of the cost of the item between research and non-research uses and will only pay for the portion of the cost allocated to research uses with client brokerage transactions.

For the Funds and others (excluding clients that are registered investment companies), Crow Point may receive products and services that are not covered by Section 28(e) of the Exchange Act. Other products and services may include (whether or not related to brokerage and research) operational overhead, computer hardware, software relating to administrative functions, compliance related products or services, proxy services for the mechanical aspects of voting, publications marketed broadly to a public audience, professional fees and expenses, administrative services, travel expenses and other expenses.

Crow Point has no fixed internal brokerage allocation procedures designating specific percentages of brokerage commissions to particular firms.

Research services furnished or paid for by brokers through which Crow Point effects transactions for a particular account may be used by Crow Point in servicing its other accounts, and not all such services may be used for the benefit of the client which pays the brokerage commissions which result in the receipt of such research services. Commissions paid to brokers providing research services may be higher than those charged by brokers not providing such services and Crow Point makes the determination in each such case that the amount of the commission is reasonable in relation to the value of the execution and research services provided.

Clients may direct Crow Point in writing to execute trades with a specific securities broker-dealer. However, the direction of brokerage transactions will, in certain circumstances, prevent Crow Point from aggregating such clients' transactions with similar transaction of

other clients. In such cases, trades for client directed accounts generally will be executed after trades for other accounts. Although Crow Point's objective will be to seek best price and execution for every transaction, there can be no assurance that the directing client will realize the same price or commission rate achieved for other clients. Furthermore, Crow Point shall not engage any securities broker-dealer to execute any transaction for the client if, in Crow Point's sole and absolute discretion, the use of the services of such securities broker-dealer would violate any applicable law, regulation or stated position of the Securities and Exchange Commission or other regulatory body. With certain directed brokerage arrangements Crow Point may use the "step-out" mechanism. A step-out trade allows for execution through one broker-dealer and clearing through the client directed broker-dealer. The client is assessed a commission by the confirming broker-dealer only. Although investment decisions for each client will be made independently from the investment recommendations or determinations made on behalf of other clients, investments deemed appropriate for one client may also be deemed appropriate for other clients so that the same security may be purchased or sold at or about the same time for more than one client. In such cases, Crow Point may (but is not obligated to) aggregate similar trades by multiple clients and execute the trade as a single block. When transactions are so aggregated, the securities purchased or sold will be allocated among the participating accounts in a fair and equitable manner. The actual prices applicable to the aggregated transactions will be averaged, and the accounts will be deemed to have purchased or sold the proportionate share of the securities involved at the average price so obtained. Crow Point will not aggregate transactions unless it believes that aggregation is in the best interests of the affected clients, is consistent with its duty to seek best execution for its clients and is consistent with the terms of its investment advisory agreement with each client for whom transactions are being aggregated. Nevertheless, there is no assurance that aggregation of transactions will benefit all clients equally, and in some instances combined orders could adversely affect the price or volume of a security. Also, it is possible that Crow Point may not aggregate trades in circumstances where it would have been beneficial to do so.

On occasion Crow Point may effect "cross" transactions between client accounts in which one client will purchase securities held by another client. Such transactions are only entered into when Crow Point deems the transaction to be in the best interests of both clients, and are effected at the current market price for the security. Neither Crow Point nor any related party receives any brokerage commission, fee or other remuneration in connection with such transactions.

Item 13 – Review of Accounts

Crow Point's portfolio managers have responsibility for selecting securities to be held in client accounts. Portfolio holdings are routinely reviewed daily based on investment style and account. For the following reasons, among others, a review of individual portfolio holdings may be prompted by economic, political or other events or by specific occurrences in an industry or company whose securities are held in client accounts. Review of an account will also occur if a client's investment objective changes. Accounts generally are reviewed with clients on at least a quarterly basis and at any other reasonable time upon the request of a client. Generally, reports are provided to clients at the end of each calendar quarter, or at such other time as may be agreed to by the client, and showing the value and holdings of the account and summarizing all changes made during the period.

Investors in the Funds receive a quarterly capital account statement with a report concerning the relevant Fund's activities and unaudited financial information. Following the end of each year, Investors will receive an annual report with audited financial information for the year and a Schedule K-1 for preparing the members' income tax returns.

Wealth management advisers will perform quarterly surveillance on wealth management relationships involving client's advisory assets. This review involves a comparison of the client's current portfolio allocation relative to the construct outlined in the wealth advisory agreement. Breaches, if any, are communicated to the client for direction.

Performance reports detailing investment performance at the investment and aggregate portfolio level, as well as the strategic and tactical investment tolerances from the wealth advisory agreement are made available to clients quarterly.

Item 14 – Client Referrals and Other Compensation

Crow Point has in the past compensated, either directly or indirectly, persons who made client referrals. Currently, Crow Point has one referral agreement in place and plans to add more. Although it has not yet made any payments under any current referral agreement, we expect to do so soon. Any referral payments will comply with all federal and state laws including, with respect to cash solicitation fees, the requirements of Rule 206(4)-3 under the Advisers Act, which includes, among other things, a requirement that a separate written disclosure document be furnished by the solicitor to the client containing information about the solicitor, the investment adviser, the relationship between the solicitor and the investment adviser, the terms of the compensation received by the solicitor, and any additional amount the client may be charged in addition to the advisory fee.

Crow Point is also a party to a number of revenue sharing agreements and the terms of those agreements, which have resulted from fund acquisitions or mergers, generally require Crow Point to compensate the previous manager for the management fees that would have been

earned by the previous manager had his or her fund not been merged into or acquired by a Crow Point fund or Crow Point Partners' management company. Those referral agreements sometimes, but not always, also compensate the other parties for bringing assets to the Crow Point fund in question. To date, Crow Point has only made payments to others under such revenue sharing agreements.

Further, from time to time, representatives of Crow Point may speak at conferences and programs for investors interested in investing in hedge funds that are sponsored by prime brokers. These conferences and programs may provide opportunities by which Crow Point is introduced to potential investors for the investment vehicles it manages. Generally, the prime brokers are not compensated by Crow Point, its investment vehicles or potential investors for providing such "capital introduction" opportunities. However, personnel of prime brokers have been compensated pursuant to solicitation agreements Crow Point had with such personnel.

In addition, prime brokers may provide financing and other services to Crow Point and its investment vehicles. Consequently, such additional services and opportunities by a prime broker may influence Crow Point in deciding whether to use the services of such prime broker in connection with the activities of Crow Point's investment vehicles.

Item 15 – Custody

Client assets in Separately Managed Accounts are held at custodians chosen by the client. Crow Point does not intend to have actual custody of any client assets and it does not have possession of client funds or securities or the ability to deduct fees. Therefore, Crow Point is also not deemed to have custody with these accounts for the purposes of the Custody Rule. Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. Crow Point urges clients to carefully review such statements and compare such official custodial records to the account statements that it may provide to them. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Crow Point serves as a general partner to a private fund and is, therefore, deemed to have custody of the private fund's assets pursuant to Rule 206(4)-2(d)(2) promulgated under the Advisers Act (the "Custody Rule"). Crow Point complies with the requirements of the Custody Rule because the assets of the private fund are maintained with Goldman Sachs & Co. LLC, a Qualified Custodian that sends an account statement to each limited partner monthly; each Private Fund is audited annually by Raines & Fischer LLP, an independent public accountant that is registered with, and subject to regular inspection by the Public Company Accounting Oversight Board; and the audited financial statements for the private fund will be distributed to all investors within 120 days of the end of the private fund's fiscal year

Item 16 – Investment Discretion

Unless otherwise directed by a client, Crow Point manages all its client accounts with full power and authority to supervise and direct the investment assets including discretion to make purchases and sales of assets for such accounts without obtaining prior consent from the client. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, Crow Point observes the investment policies, limitations and restrictions of the clients for which it advises. For registered investment companies, Crow Point's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Investment guidelines and restrictions must be provided to Crow Point in writing.

Item 17 – Voting Client Securities

To the extent Crow Point must exercise voting authority over client securities, its general policy is to vote on proxy proposals, amendments, consents or resolutions (collectively, "proxies") in a manner that serves the best financial interests of its client and maximizes return in accordance with its investment strategies. Crow Point has retained an independent, unaffiliated nationally recognized proxy voting company, Broadridge Financial Solutions, as proxy voting adviser and agent ("Proxy Voting Company"). Crow Point monitors the Proxy Voting Company and the voting process.

Crow Point follows procedures that are designed to identify conflicts or potential conflicts that could arise between its own interests and those of its clients. If it is determined that any such conflict or potential conflict is not material, Crow Point may vote proxies notwithstanding the existence of the conflict. If it is determined, however, that a conflict of interest or potential conflict of interest is material, appropriate personnel of Crow Point will work to agree upon a method to resolve such conflict before voting proxies affected by the conflict.

The foregoing summary of Crow Point's proxy voting policies is qualified in its entirety by the complete text of the policy, a copy of which may be requested along with Crow Point's proxy voting record by contacting Crow Point at the address set forth on the cover page of this brochure.

Item 18 – Financial Information

Registered investment advisers are required by SEC regulations to provide clients with information about their financial condition in certain circumstances which do not apply to Crow Point. Otherwise, Crow Point is aware of no financial commitment or threat of any liability that would impair its ability to meet its contractual or fiduciary commitments to clients.

CROW POINT PARTNERS, LLC

BROCHURE SUPPLEMENT

March 31, 2020

This brochure supplement provides information about Timothy P. O'Brien and Peter J. DeCaprio that supplements the Crow Point Partners brochure to which it is appended. Their business address and telephone number are the same as Crow Point Partners' as set forth on the cover page of the brochure.

Additional information about Messrs. O'Brien and DeCaprio is available on the SEC's website at www.adviserinfo.sec.gov.

TIMOTHY P. O'BRIEN

Item 2: Educational Background and Business Experience

Mr. O'Brien is a Member of the Board of Managers, one of two (with Mr. DeCaprio) Managing Directors and a Portfolio Manager of Crow Point Partners. Mr. O'Brien also serves as portfolio manager of the assets of three Wells Fargo Advantage Funds: Utility and Telecommunications, Utilities and High Income and Global Dividend Opportunity Funds, with respect to which Crow Point serves as sub-adviser and the Funds for which Crow Point serves as investment adviser or manager. Prior to joining Crow Point in 2006, Mr. O'Brien was employed by Evergreen Investment Management Company, LLC ("EIMC") since 2002. Mr. O'Brien was the sole portfolio manager for the Gabelli Utilities Fund from September 1999 until March 2002 and Eaton Vance Utilities from January 1995 until March 1999. Mr. O'Brien has a Bachelor of Business Administration, magna cum laude, from the University of Massachusetts at Amherst and a Master of Business Administration in Finance from the University of Pennsylvania. Year of Birth: 1954.

Item 3: Disciplinary Information

Registered investment advisers are required to disclose all facts regarding any legal or disciplinary events that would be material to a client's evaluation of each supervised person providing investment advice. There are no such events.

Item 4: Other Business Activities

Mr. O'Brien is engaged in no business activity other than that of Crow Point Partners.

Item 5: Additional compensation

Mr. O'Brien receives compensation from no other source than Crow Point Partners.

Item 6: Supervision

As a Managing Director of Crow Point Partners, Mr. O'Brien is not subject to the formal supervision of any supervisor. However, his compliance with Crow Point Partners' code of ethics is within the purview of Crow Point's chief compliance officer.

PETER J. DeCAPRIO

Item 2: Educational Background and Business Experience

Mr. DeCaprio is a Member of the Board of Managers, one of two (with Mr. O'Brien) Managing Directors and a Portfolio Manager of Crow Point Partners. He is currently the portfolio manager of the assets of Crow Point Defined Risk Global Equity Income Fund, the EAS Crow Point Alternatives Fund, the Crow Point Alternative Income Fund, and the Crow Point Global Dividend Plus Fund. Prior to joining Crow Point in 2006, he was a Director and Senior Analyst of High Yield Bond Funds Group at Evergreen Investment Management Company, LLC ("EIMC") from November 2002 until August 2006. Prior to EIMC, Mr. DeCaprio was a Principal of Equity Research for Thomas Weisel Partners from November 1999 until May 2002. Mr. DeCaprio has a Bachelor of Arts in Political Science/Classics from Tufts University and a Master of Business Administration from Duke University. Year of Birth: 1961.

Item 3: Disciplinary Information

Registered investment advisers are required to disclose all facts regarding any legal or disciplinary events that would be material to a client's evaluation of each supervised person providing investment advice. There are no such events.

Item 4: Other Business Activities

Mr. DeCaprio is engaged in no business activity other than that of Crow Point Partners.

Item 5: Additional compensation

Mr. DeCaprio receives compensation from no other source than Crow Point Partners.

Item 6: Supervision

As a Managing Director of Crow Point Partners, Mr. DeCaprio is not subject to the formal supervision of any supervisor. However, his compliance with Crow Point Partners' code of ethics is within the purview of Crow Point's chief compliance officer.
