



# Tortoise Investments Partners, LLC

## Disclosure Brochure

**April 16, 2020**

This brochure provides information about the qualifications and business practices of Tortoise Investments Partners, LLC. If you have any questions about the contents of this brochure, please contact us at 913-981-1020 or at 866-362-9331 (toll-free) or via e-mail to [dbono@tortoiseadvisors.com](mailto:dbono@tortoiseadvisors.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Tortoise Investments Partners, LLC also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Registration as a registered investment adviser does not imply a certain level of skill or training.

## **Item 2. Material Changes**

This is the initial Brochure for Tortoise Investments Partners, LLC.

Pursuant to SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. We may provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new Brochure if requested based on changes or new information, at any time, without charge. Currently, our Brochure may be requested by contacting us at 913-981-1020 or [dbono@tortoiseadvisors.com](mailto:dbono@tortoiseadvisors.com).

# Disclosure Brochure • April 16, 2020

## Table of Contents

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Item		Page
Item 1	Cover Page .....	1
Item 2	Material Changes .....	2
Item 3	Table of Contents .....	3
Item 4	Advisory Business .....	4
Item 5	Fees and Compensation .....	4
Item 6	Performance-Based Fees and Side-by-Side Management .....	4
Item 7	Types of Clients .....	4
Item 8	Methods of Analysis, Investment Strategies and Risk of Loss .....	4
Item 9	Disciplinary Information .....	4
Item 10	Other Financial Industry Activities and Affiliations .....	4
	Investment Advisers .....	4
	Broker/Dealer .....	5
Item 11	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading .....	5
	Code of Ethics .....	5
	Participation or Interest in Client Transactions .....	5
Item 12	Brokerage Practices .....	6
Item 13	Review of Accounts .....	6
Item 14	Client Referrals and Other Compensation .....	6
Item 15	Custody .....	6
Item 16	Investment Discretion .....	6
Item 17	Voting Client Securities .....	6
Item 18	Financial Information .....	6

#### **Item 4. Advisory Business**

Tortoise Investments Partners, LLC (“TIP,” “we” or “us”) was founded in 2016. TIP is indirectly controlled by Lovell Minnick Partners LLC (“Lovell Minnick”) and is an indirectly wholly owned subsidiary of Tortoise Investments, LLC (“Tortoise Investments”). Tortoise Investments indirectly holds multiple wholly owned essential asset SEC registered investment advisers. A vehicle formed by Lovell Minnick and owned by certain private funds sponsored by Lovell Minnick and a group of institutional co-investors owns a controlling interest in Tortoise Investments. Certain employees in the Tortoise Investments complex, including substantially all Tortoise Managing Directors and an independent board member of Tortoise Investments, own the remaining interests in Tortoise Investments. Our business and affairs are managed by our board of directors comprised of Tortoise senior management.

TIP exclusively markets the investment advisory services of its affiliated registered investment advisers under the Tortoise Investments family. TIP does not make recommendations to underlying clients of the intermediaries to whom it markets such services. TIP does not market any third-party products. TIP does not directly manage money and has no regulatory assets under management.

#### **Item 5. Fees & Compensation**

Pursuant to the applicable marketing services agreement, TIP receives compensation from its affiliated registered investment advisers for soliciting the investment advisory services of those investment advisers. These affiliated registered investment advisers pay TIP a fee based on production-based compensation due to TIP’s investment adviser representatives related to TIP’s performance under the agreement and TIP compensates its investment adviser representatives. TIP does not receive compensation from any third-party intermediaries, financial advisers or other institutions that recommend Tortoise products to their clients.

#### **Item 6. Performance-Based Fees & Side-By-Side Management**

Not applicable.

#### **Item 7. Types of Clients**

TIP markets the services of its affiliated registered investment advisers to intermediaries for consideration by intermediaries for their clients.

#### **Item 8. Methods of Analysis, Investment Strategies & Risk of Loss**

Not applicable. TIP does not directly manage any assets. Methods of analysis, investment strategies and risk of loss

information is included in the applicable affiliated investment adviser’s Form ADV Part 2A.

#### **Item 9. Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of us or the integrity of our management. We have no information applicable to this Item.

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

We have relationships and arrangements that are material to our advisory business or to our clients with related persons that are an investment adviser.

##### *Investment Advisers*

We are affiliated, and under common control, with certain SEC-registered investment advisers through our relationship with Lovell Minnick, but the businesses are generally run independently from each other. We have material relationships or arrangements with the following affiliated SEC registered investment advisers, each of which is an indirect wholly-owned subsidiary of Tortoise Investments:

- Tortoise Capital Advisors, L.L.C. (“TCA”)
- Tortoise Credit Strategies, LLC (“TCS”)

We have entered into an agreement with each of TCA and TCS under which TCA and TCS pay a fee to TIP for marketing their services with respect to separately managed accounts. We may enter into similar agreements with other affiliated investment advisers in the future. As a result, a conflict of interest exists because TIP exclusively recommends the services of its affiliated registered investment advisers. A conflict of interest may also exist to the extent that compensation for one Tortoise product differs from other Tortoise products or compensation from one affiliate differs from other affiliates. To the extent that such differences in compensation exist, employees are incented to favor products for which they are more highly compensated.

Certain intermediaries to whom we market the services of our affiliated investment advisers may be solicited by our related persons to invest in investment-related limited partnerships or limited liability companies for which one of our related persons serves as the general partner or manager and for which an affiliated investment adviser serves as the investment manager. A conflict of interest exists to the extent TIP solicits clients to invest in any private funds sponsored by TCA or its affiliates because TCA or the affiliate receives advisory fees for managing these private funds and the affiliated general partner may

own an interest in the private fund and receive a carried interest in distributions by the private fund.

In addition to the above material relationships and arrangements with affiliated advisers, we share the premises at our principal office address, as well as certain personnel, with certain of our affiliated investment advisers. Accordingly, such persons may need to allocate their time and resources across multiple affiliated entities.

#### *Broker/Dealer*

We are under common control with Tortoise Securities, LLC (CRD No. 285411) ("Tortoise Securities"), a broker/dealer registered with the SEC and various state jurisdictions, and member of the Financial Industry Regulatory Authority (FINRA). However, no securities transactions for clients of our affiliated registered advisers are executed through Tortoise Securities. Certain of our employees are officers or directors of Tortoise Securities.

The majority of our employees are also registered representatives of Tortoise Securities. Tortoise Securities acts as placement agent for certain Tortoise private funds, and markets the Tortoise open-end funds and the Tortoise UCITS fund, all managed by the affiliated registered investment adviser(s), and receives compensation from the affiliated registered investment adviser. In addition, certain employees of ours, in their role as registered representatives of Tortoise Securities, receive compensation from Tortoise Securities for the sale and marketing of funds that an affiliate manages. This presents a conflict of interest and gives the affiliated broker-dealer and these employees an incentive to recommend investment products based on the compensation received, rather than on a client's or investor's needs. In addition, certain of these employees may also own interests in a fund they may recommend to potential investors which creates a conflict of interest.

Our employees are subject to a standard of conduct under our Code of Ethics that requires them to place the interests of clients first at all times. Further, disclosure regarding the use of an affiliated placement agent is made in the private placement memorandum of the private fund, as applicable.

See Item 11 below for additional conflicts disclosure.

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

#### *Code of Ethics*

We have adopted a Code of Ethics ("Code") for all of our supervised persons describing our standards of business conduct, and fiduciary duty to our clients. The Code includes provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on

the acceptance of significant gifts and business entertainment items, and personal securities trading procedures, among other things. All of our supervised persons must acknowledge the terms of the Code at least annually.

We permit our employees to engage in personal securities transactions. Personal securities transactions by an employee raise an actual or potential conflict of interest if an employee trades in a security that is considered for purchase or sale by a client. Our Code is designed to ensure that our employees who are responsible for developing or implementing our investment advice or who provide investment advice to clients are not able to act on such information to the disadvantage of clients. The Code further prohibits our employees from using any material non-public information in securities trading.

Under the Code, our employees are prohibited from using knowledge of portfolio transactions made or contemplated for any client to profit by the market effect of such transactions or otherwise engage in fraudulent conduct in connection with the purchase or sale of a security sold or acquired by a client. Further, employees are prohibited from taking advantage of an opportunity of any client for personal benefit, or taking any action inconsistent with our fiduciary obligations. Our employees must avoid any actual or potential conflict of interest or any abuse of their position of trust and responsibility.

Employees must pre-clear all securities transactions with our Chief Compliance Officer ("CCO") with certain exceptions. Employees may not purchase or sell any securities which we are considering for client accounts until either the client's transactions have been completed or consideration of the transactions are abandoned. Nonetheless, because the Code in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee.

Employees are required to report their securities holdings and securities transactions to the CCO. Clients or prospective clients may request a copy of our Code by contacting Diane Bono at 913-981-1020 or at 866-362-9331 (toll-free) or via e-mail to [dbono@tortoiseadvisors.com](mailto:dbono@tortoiseadvisors.com).

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

See the discussion in Item 10 above with respect to related persons serving as the general partner, manager or investment manager of certain investment-related limited partnerships or limited liability companies.

**Item 12. Brokerage Practices**

Not applicable. TIP does not directly manage any client assets and does not participate in any brokerage decisions or make brokerage recommendations. The brokerage practices of the affiliated registered investment advisers for whom TIP solicits is included in the disclosure brochure of those advisers.

**Item 13. Review of Accounts**

No applicable. TIP does not directly manage any client accounts.

**Item 14. Client Referrals & Other Compensation**

We receive compensation from our affiliated registered investment advisers for whom we solicit clients. See the discussion of fees and compensation in Item 5 above.

**Item 15. Custody**

We do not maintain physical custody of client assets.

**Item 16. Investment Discretion**

Not applicable. TIP does not directly manage assets and has no client accounts or regulatory assets under management.

**Item 17. Voting Client Securities**

Not applicable. TIP does not directly manage assets and has no client accounts, so does not vote on any securities. As a result, TIP does not have proxy voting policies and procedures.

The Tortoise Investments complex has multiple adviser entities. Each has their own proxy voting policies and procedures which may produce different voting results. A discussion of the proxy voting policies and procedures of the affiliated registered investment advisers for which TIP solicits is included in the applicable affiliated investment adviser's disclosure brochure.

**Item 18. Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about their financial condition. We have no financial condition that is reasonably likely to impair our ability to meet contractual and fiduciary commitments to clients, and have not been the subject of a bankruptcy proceeding.