

**Item – 1 – Cover Page**

# **IMPACT Investment Adviser LLC**

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This Brochure provides information about the qualifications and business practices of Impact Investment Adviser LLC (“Impact”).

If you have questions about the contents of this Brochure, please contact Impact at 415-981-1074. 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.

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

Registration with the SEC as an investment adviser does not imply a certain level of skill or training.

## **Item – 2 – Material Changes**

The following are material changes to the Brochure since the last annual updating amendment, which was on March 28, 2019:

Impact now offers a new management program for separately managed accounts. As a result, several items within the Brochure including, principally, Items 4 and 5, were updated to provide related information. Additionally, in light of changes to global conditions (in particular, the emergence of COVID-19), a new risk factor was added to Item 8 discussing in greater detail the risks that are associated with emerging global events such as pandemics. As this Item 2 discusses only material changes to the Brochure, Clients are encouraged to review the Brochure in its entirety.

**Important Note about this Brochure**

*This Brochure is not:*

- ***An offer or agreement to provide advisory services to any person;***
- ***An offer to sell interests (or a solicitation of an offer to purchase interests) in any private investment fund or other pooled investment vehicle (each a “Fund”);***
- ***An offer to enter into any separately managed account (a “Separate Account”, including funds of one or other special purpose vehicles, in which case, where relevant herein, such Separate Accounts are referred to herein as “Separate Account SPVs”); or***
- ***A complete discussion of the features, risks or conflicts associated with any Fund or Separate Account SPV advised by Impact.***

*As required by the Investment Advisers Act of 1940, as amended (“Advisers Act”), Impact provides this Brochure to current and prospective clients and may also, in its discretion, provide this Brochure to current or prospective investors in clients, together with other relevant documents applicable thereto including but not limited to the Constituent Documents (as defined below), prior to, or in connection with, such persons’ investment in the related client. Additionally, this Brochure is available through the SEC’s Investment Adviser Public Disclosure website.*

*Although this publicly available Brochure describes Impact’s investment advisory services and products, persons who receive this Brochure (whether or not from Impact) should be aware that it is designed solely to provide information necessary or appropriate to respond to disclosure obligations under the Advisers Act. As such, the information in this Brochure differs from information provided in the Constituent Documents. To the extent that there is any conflict between discussions herein and similar or related discussions in any such Constituent Documents, such Constituent Documents shall govern and control.*

*No offer or solicitation for an investment in a Fund will be made before the delivery of the offering memorandum to potential investors who should read the offering memorandum carefully and consult with their tax, legal and financial advisors before making any investment decision.*

*Throughout this Brochure, “Clients” refers to clients to whom Impact provides (or will in the future provide) discretionary or non-discretionary investment advisory services and “investors” refers to underlying investors in the Client.*

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## Item – 4 – Advisory Business

**Overview.** Impact focuses exclusively on identifying, developing and managing institutional investments that it believes can be made in scale and create positive social impact. Impact’s mission is to provide a voluntary bridge between the need for investment capital to bolster lower income communities and the needs of institutional investors that seek to invest their money in prudent and productive ways. Impact’s investments are designed to generate competitive risk-adjusted returns for institutional investors while achieving social impact objectives.

Impact’s investments have helped finance the construction of affordable housing, healthcare facilities, childcare centers and the growth of small businesses. The investments are intended to benefit low income individuals, families and communities throughout the United States. Impact’s investments have also helped finance the restoration of historic buildings, facilitated real estate development in low income areas and supported the growth of small-to-medium sized businesses to create or retain jobs in capital-starved communities. To date, Impact’s investors have committed nearly \$2 billion for social impact investments in 41 states plus the District of Columbia.

Impact is a Delaware limited liability company that is a wholly-owned subsidiary of IMPACT Community Capital LLC (“ICC”). ICC has been a pioneer of socially responsible investing since 1998 and is owned by eight entities (six companies are voting class members and two companies are non-participating members), who are among the leading U.S. insurance companies. ICC has a Member Representative Board (“Board”) that oversees the activities of ICC and Impact, and each voting class member appoints one member representative to serve on the Board. The Board has three Committees: Audit; Executive Compensation; and Nominating and Governance.

The owners of ICC are often, in varying combinations, major investors in Impact’s Clients, but should not be expected to invest in every Client.

**Advisory Services.** Impact identifies opportunities for investment and offers institutional clients the opportunity to invest through social impact investment vehicles (*i.e.*, the Funds) and separate accounts (*i.e.*, the Separate Accounts).

Separate Accounts can be tailored to the individual needs of the Client, consistent with Impact’s investment strategies, including through the imposition of reasonable restrictions. In contrast, Impact’s advice to a Fund is generally not tailored to the individualized needs of any particular investor; investors will be subject to the various risks described in the Constituent Documents (as defined below) and should determine whether such Fund meets their investment objectives and risk tolerance prior to investing. Impact’s discussions with current and prospective investors are not intended as advice that such an investor or prospect should take any particular action with respect to a Fund and should be aware that an investment in a Fund does not, in and of itself, create an advisory relationship between the investor and Impact.

**Privately-Placed Real Estate and Investment Funds.** Impact’s Funds are social impact real estate and investment funds whose securities are generally privately-placed and exempt from registration under the Securities Act of 1933, as amended (“Securities Act”). Each Fund is expected to be excepted from the definition of an investment company under the Investment Company Act of

1940, as amended (“Investment Company Act”), in reliance on the exceptions provided by Section 3(c)(1), Section 3(c)(5) and/or Section 3(c)(7) thereof. While each Fund primarily invests in real estate related interests, the social impact objective and investment approach differs for each Fund, as described below:

*Affordable Housing Fund (“AHF”).* AHF has established program agreements with three major U.S. banks and one financial services company to finance the development of affordable multifamily housing in low income and financially underserved communities (“Developments”). To subsidize the cost of development and reduce the debt burden on the Developments, developers leverage Federal Low Income Housing Tax Credits (IRS Code 42). The Internal Revenue Service issues these tax credits to state housing agencies which, in turn, allocate the tax credits to developers. After the tax credits are awarded, the banks originate mortgage loans secured by first liens on the Developments. AHF typically provides approximately 24-month forward commitments to purchase the mortgage loans from the banks upon construction completion and development stabilization. AHF relies on a revolving line of credit (“Credit Line”) provided to its parent company by certain leading U.S. insurance companies (“Consortium”) to fund the purchase of the mortgage loans. Once the Developments are completed and stabilization criteria are satisfied, AHF draws on the Credit Line to purchase the mortgage loans from the originating banks. To maintain a continuing source of funds and to pay down the Credit Line, AHF (i) pools and securitizes these mortgage loans and, through an affiliate, offers them for sale to qualified institutional buyers in private transactions or (ii) offers them in other private sale transactions. The members of the Consortium are also the owners of the AHF’s parent company and indirect investors in AHF.

*Smart Growth Fund (“SGF”).* SGF is a fund of funds that makes equity investments in other funds offering diversified pools of commercial real estate projects in low- and moderate-income communities. Currently, SGF’s sole investment is in an unaffiliated fund that targets equity investments that are both urban and smart-growth in nature.

*Small Business Fund (“SBF”).* SBF is a fund of funds that makes equity investments in other funds that invest in small-to-medium sized businesses that are in low- and moderate-income communities or that are creating well-paying job opportunities for low- and moderate-income persons. Currently, SBF’s sole investment is in an unaffiliated fund that encourages community development by making mezzanine debt investments in established businesses predominantly for purposes of growth and expansion.

*Potential Future Activity and Additional Funds.* Without prior consultation with the Clients, including Funds or the investors in the Funds, Impact can provide discretionary investment management services as adviser to additional private pooled investment vehicles that are offered to investors on a private placement basis and which could have investment objectives that are the same as, similar to or overlapping with those of the existing Clients.

*Separate Account SPVs.* Similarly, Impact can also provide discretionary or non-discretionary investment advisory services for Separate Account SPVs. Owners of a Separate Account SPV can

also be solicited to invest in one or more Funds or other investment vehicles but are not guaranteed to be notified of, or able to invest in, any particular opportunity.

*Client Constituent Documents.* More information about Impact's advisory services is available in each Client's Constituent Documents, which can include: (i) limited partnership agreement or limited liability company operating agreement for a Fund or Separate Account SPV; (ii) an offering document for a Fund; (iii) an investment advisory agreement as well as, where applicable, and/or (iv) side letters, administrative agreements and other fee and expense related agreements between the Clients (and/or its investors) and Impact (collectively "Constituent Documents"). Clients and investors should read the Constituent Documents carefully before investing with Impact.

**Assets Under Management.** As of December 31, 2019, Impact had approximately \$342.22 million in discretionary assets under management.

## Item – 5 – Fees and Compensation

### Management Fees

Impact receives management fees from Clients. The specific payment terms and other conditions of these management fees are set forth in the Constituent Documents. Management fees are generally based on a fixed percentage of either (i) the outstanding capital commitments; or (ii) the par or market value of a Client's assets under management, as applicable. Management fees vary and are based on a number of factors including investment mandate, services performed and account size.

Management fees generally are payable to Impact quarterly in arrears. For Funds, the management fee is typically debited from the Fund's assets. Separate Accounts typically pay fees directly to Impact, without such debiting.

Management fees for the Funds are set forth in the Fund's Constituent Documents and are not negotiable. However, Impact can enter into side letters with respect to any investor's fees, but expects to do so only for affiliates, strategic relationships and ICC members (or affiliates of members). For Separate Accounts, management fees can be negotiable and are expected to vary from Client to Client. Each Client's Constituent Documents govern how an advisory relationship with Impact can be terminated. For Separate Accounts, most advisory agreements will allow for termination by either party on thirty days' notice. Termination of a Fund by its investors is generally not expected and the ability of an investor to redeem its interests is generally limited by the Constituent Documents and can vary from Fund to Fund. In the event a Client chooses to prepay management fees and the investment management agreement is terminated prior to the end of a billing period, Impact will promptly return any prepaid but unearned management fees and otherwise account for and return all other client-related funds net of any reimbursed expenses due Impact. Conversely, if fees are paid in arrears, the Client will owe a prorated management fee upon termination.

## Expenses

In addition to management fees, each Client pays or otherwise bears a variety of other fees, costs, obligations, liabilities and expenses (collectively “Expenses”) incurred in connection with Impact’s management. Not all Clients are subject to the same Expenses. Each Client’s Constituent Documents include information with respect to the Client’s Expenses but, where relevant and unless provided to the contrary in the Constituent Documents, all Clients should expect to be subject to the following Expenses.

Services related to the Expenses described below will sometimes be performed or provided by Impact, ICC, or their respective affiliates, while in other cases, they will be performed by persons or entities associated with the Client (e.g., the managing member or general partner of a Fund or Separate Account SPV, which could also be Impact or an affiliate), while in yet other cases they will be performed or provided by third-parties (collectively “Providers”). Some Expenses are paid directly by the Client while others are paid or incurred by Impact or another Provider on the Client’s behalf. Providers, including Impact, ICC or an affiliate, are entitled to reimbursement for any Expenses paid or incurred on behalf of Clients; however, Impact, ICC or an affiliate, can choose to not seek reimbursement for all or a portion of such Expenses. To the extent Impact has authority to select a Provider and Impact or an affiliate is capable of performing the relevant services, Impact has an incentive to select itself or an affiliate when doing so could result in relatively more compensation for Impact and its affiliates.

Expenses can include:

***Organizational and Offering Expenses.*** Unless otherwise provided in its Constituent Documents, each Fund and Separate Account SPV will pay (and its owners will bear as investors) Expenses relating to the formation and organization of the Fund or Separate Account SPV and the offering and sale of its interests (collectively “Organizational Expenses”). Organizational Expenses include, without limitation, the following:

- accounting fees;
- board and governance-related fees;
- capital raising fees;
- commissions and other brokerage fees;
- consulting and expert fees;
- insurance-related fees;
- legal and compliance fees;
- offering material preparation and printing fees;
- regulatory and filing fees;
- placement and similar fees paid in connection with the offering of interests in the Fund; and
- travel-related fees excluding first-class or private travel.

***Operating Expenses.*** Unless otherwise provided in its Constituent Documents, all Clients will pay or bear all Expenses incurred by or on behalf of the Client in connection with its



operations (collectively “Operating Expenses”). Operating Expenses include, without limitation:

- accounting, bookkeeping and recordkeeping fees;
- administration;
- auditing fees;
- banking fees;
- borrowing and indebtedness interest and fees, including guarantees, credit facilities, lines of credit and loan commitments;
- cloud storage and data center fees;
- computer software and hardware, technology, data and research fees;
- custody and trustee fees;
- dissolution fees relating to the winding up and termination of Clients;
- drafting and filing fees and costs relating to reports, disclosures, filings and notifications of Clients, Impact and its affiliates to regulatory or governmental authorities;
- governmental judgements, settlements, fines, penalties, legal fees and costs relating to inquiries, investigations, proceedings and actions;
- insurance premiums for director and officer liability insurance, errors and omissions insurance, financial institution bond insurance and other insurance, including apportionment of ICC’s group insurance policy;
- legal and compliance fees;
- litigation costs and fees, including payment of judgements and settlements, and legal fees and costs relating to the investigation, prosecution, defense, judgment of any claim, arbitration, action and proceeding;
- loan servicing fees;
- management fees;
- meeting fees and costs relating to Board, Client and investor meetings;
- operating expenses of pooled investment vehicles (*e.g.*, privately-placed investment or real estate funds) acquired by Client accounts;
- placement agent fees;
- pricing service fees and rating agency fees;
- preparation, printing, filing and delivery fees and costs related to reports, documents and filings provided to Clients and investors, including financial statements, investment reports and tax returns;
- regulatory and filing fees;
- salaries and benefits of ICC personnel and ICC overhead attributable to services performed for Clients;
- taxes;
- transaction fees, costs and expenses related to discovery, evaluation, investigation, development, acquisition or consummation, ownership, maintenance, monitoring, hedging and disposition of investments, including:
  - clearing and settlement fees;
  - collateral management fees;
  - commissions and other broker-dealer related fees;

- commitment fees;
- conference fees relating to investments and business sectors;
- custodial and trustee fees;
- investment banking fees;
- origination fees;
- private placement fees;
- unwind or breakage fees;
- transaction fees; and
- travel-related fees excluding first-class or private travel.

***Sales Charges.*** In addition, Impact can engage or cause a Client to engage placement agents (or similar persons) to market and sell interests in the Client to prospective investors. Impact will confirm that the placement agent has all appropriate licenses and registrations to conduct its business, including, when applicable, registration as a broker-dealer with the SEC and membership with the Financial Industry Regulatory Authority or other licenses or registrations necessary to provide such services in the relevant jurisdiction. Any sales charges will be disclosed in the Constituent Documents. In some cases, Impact could agree to reduce its management fees to the extent any placement fees are borne by a Client or its investors.

***Brokerage Fees.*** In limited circumstances, Clients could incur brokerage and other related transactional costs. Please see Item 12 below for further detail regarding brokerage fees and related transactional costs.

***Shared Expenses.*** When Impact, ICC or an affiliates incurs or pays an Expense that relates to itself and more than one Clients (a “Shared Expense”), to the extent such Expenses are incurred for more than one Client, each Client will typically bear an allocable portion of any such Expenses, generally in proportion to the size of its investment or the activity to which the expense relates or in such other manner as Impact considers fair and equitable under the circumstances. Because Impact and its affiliates have differential ownership interests in Clients, Impact has an incentive to allocate relatively more of a Shared Expense to Clients in which Impact or its affiliates have lesser interests. Additionally, to the extent a Shared Expense relates to Impact or an affiliate, or an expense relates to multiple Clients, one or more of which have provisions in their Constituent Documents that do not permit such Expense to be borne by the Client, Impact has an incentive to allocate relatively more of the Shared Expense to Clients who are permitted to bear the Expense.

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

***Performance-Based Fees.*** Impact and its affiliates do not currently receive performance-based compensation (including carried interest) for Impact’s advisory services. Should future Fund or Separate Account arrangements include performance-based compensation, a variety of conflicts of interest will arise. First, the receipt of performance-based compensation creates an incentive for an adviser to make more speculative investments than it might otherwise make in the absence of such performance-based compensation. Second, when certain of an adviser’s clients pay performance-based compensation while others do not, the adviser has an incentive to allocate its resources and investment opportunities that the adviser expects to be more profitable to Clients that pay performance-based compensation.

***Side-by-Side Management.*** Although Impact currently does not have any Clients that pay a performance-based fee, the fixed, asset-based management fees that Clients do pay vary based on a number of factors including investment mandate, services performed, account size, whether the Client (or an investor in the Client) is an affiliate and the results of any negotiation as to fees. As a result, Impact has a similar incentive to dedicate increased resources and allocate more profitable investment opportunities and better investment ideas to Clients that are expected to be more profitable to Impact or that are affiliated with or have an economic interest in Impact. As noted above, the indirect owners of Impact and direct owners of ICC are often, in varying combinations, major investors in the Clients. This creates an incentive to favor Clients in which Impact and its affiliates have a greater pecuniary interest over Clients in which there is a lesser pecuniary interest.

Impact has adopted and implemented policies to mitigate conflicts of interest relating to the management of multiple Clients with varying fee arrangements.

## **Item – 7 – Types of Clients**

Impact provides real estate related and social impact investment advice to the Clients. The minimum investments required to become or remain a Separate Account Client of Impact or an investor in a Fund, if any, are stated in the Clients' Constituent Documents.

As the Funds are privately placed and rely upon certain exceptions from the Investment Company Act, investors in the Funds must meet certain suitability and net worth qualifications such as being an "accredited investor" as defined by Regulation D under the Securities Act, a "qualified institutional buyer" ("QIBs") as defined by Rule 144A under the Securities Act, or a "qualified purchasers" as defined in Section 2(a)(51) of the Investment Company Act. Personnel who are "knowledgeable employees" as defined in Rule 3c-5 under the Investment Company Act, could invest in a Fund depending on the applicable Fund's eligibility requirements as set forth in its Constituent Documents. Owners of Separate Accounts will generally meet one or more of these same standards.

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

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

The following is a summary of the investment strategies and methods of analysis generally used by Impact on behalf of Clients. The Funds' investment strategies are included in Item 4 and in each Fund's Constituent Documents. Investment strategies for Separate Accounts are agreed upon during the onboarding process and can be altered as agreed by Impact and the Client. In many cases, these will be documented in the Constituent Documents. Impact could, in the future, offer advisory services, provide advice with respect to other investment strategies, and make investments, including those described in this Brochure, that Impact considers appropriate in accordance with the Client's investment objective and guidelines, but which are not described herein. There can be no assurance that the investment objectives of any Client will be achieved.

Although the specific investment objectives of each Client can vary, Impact's objective in each case is to identify, develop and manage investments and investment strategies that are designed to generate competitive risk-adjusted financial returns while having a positive impact on low-income persons, families and communities. Social responsibility is an integral part of Impact's investment strategies, and potential long-term positive social benefits are also considered when making investment decisions.

Impact's social impact investment strategies include direct and indirect investments in real estate and real estate related assets. In the affordable multifamily housing sector, Impact works with leading financial institutions that Impact believes to have proven origination capabilities and an established presence in the real estate market to identify potential investments for Clients. Impact evaluates new investments based on market and project data provided by the originating institution, as well as a variety of private and public sources. In formulating its investment decisions, Impact typically considers various factors, including market demographics, project metrics and sponsor experience and financial strength. Market demographics include cost of living indicators, recent comparable real estate sales, expert reports (e.g., appraisals, property inspections and environmental reports), current inventory, current construction activity, and economic indicators for the local economy. Relevant project metrics can include loan size, property value, project cost, loan to cost ratio, discount to market rents, occupancy rates for similar projects and demonstrated product demand. Sponsor experience includes track record with similar types of projects, track record in the proposed market geography, total number of units under management, performance of these units, developer liquidity and net worth. The results of Impact's analysis informs the investment decision and influences transaction structuring and documentation.

In considering potential investment opportunities, Impact can utilize various analytical methods in seeking to achieve a thorough and in-depth assessment of the potential investments. Impact's valuation process involves a review of different valuation metrics, including Loan-to-Value Ratio, Loan-to-Cost Ratio, Discount-to-Market Rent and Debt Service Coverage Ratio. With respect to investments in affordable housing mortgage loans generally, including investments purchased by AHF, Impact reviews an 18-year cash flow model prepared by the originator. This model seeks to measure trends in revenue and expense growth based on accepted industry underwriting practices and local economic conditions. The model is used to confirm whether the project meets established debt service requirements on a *pro forma* basis and to help Impact evaluate refinance risk.

For certain Clients, rather than investing directly in real estate assets or debt, Impact invests in privately-placed real estate and investment funds and other investment vehicles that are managed by unaffiliated third-parties. Impact seeks funds whose managers generally have compelling competitive market advantages, established performance track records and attributes that Impact believes are necessary for long-term organizational stability. Impact screens managers through quantitative and qualitative manager assessments, detailed portfolio analysis and can make onsite visits to evaluate the manager's deal sourcing strategy, due diligence methodology, and ability to negotiate appropriate investment terms and conditions. Impact's due diligence could include an analysis of the historical returns, average holding periods, investment styles and risk profiles of the managers' current and former investment vehicles. Impact can also initiate interviews with current and former investors and other stakeholders to independently confirm information and to evaluate the manager's reputation for professional and ethical behavior. Prior to making investments in a

fund, Impact generally will negotiate the reporting and data analysis requirements to track both the financial and social impact components of the investments.

If and to the extent permitted in a Client's Constituent Documents, Impact can enter into credit arrangements on behalf of the Client to borrow money for financing purposes, to make forward investment commitments and to leverage the Client's investments. As noted above, AHF's parent company has entered into a revolving line of credit with certain lenders, that are also owners of ICC and significant investors in the Funds.

For certain Clients, Impact can (but is not required to) employ hedging techniques designed to reduce the risks of adverse movements in interest rates and securities prices. Impact can also utilize leverage and pursue additional opportunistic investment strategies on behalf of Clients, consistent with the investment objectives set forth in the Clients' Constituent Documents.

### **Risk of Loss**

Impact's investment strategies involve a significant degree of risk that Clients and investors should be prepared to bear. The discussion below describes the primary risks associated with Impact's investment activities. However, it is not possible to identify all of the risks associated with investing, and the particular risks applicable to a Client will depend on the nature of the Client, its investment strategy or strategies and the types of investments held.

While Impact seeks to manage each Client's assets in a manner that is appropriate to the return potential for the Client's strategy, it is often not possible or desirable to fully mitigate risks. Any investment includes the risk of loss and there can be no guarantee that a particular level of return will be achieved. Additionally, Clients and investors should understand that Impact principally invests, directly or indirectly, in real estate related investments which are generally not intended to be diversified by asset type. Similarly, the Funds and Separate Accounts are generally not intended to provide a complete investment program and Impact expects that the assets it manages do not represent all of an investor's assets.

Investors are responsible for understanding Impact's investment activities for the relevant Fund or Separate Account, so that they can (if they so choose) appropriately diversify their own assets to guard against the risk of loss of their investment with Impact, which could include the loss of all capital invested. As the following is intended only as a summary of the principal risks associated with Impact's investment activities generally, it is important to consult the relevant Constituent Documents for a more complete and specific discussion of the risks associated with any particular Fund or Separate Account.

*All Investments Involve Risk.* Investing involves a risk of loss, including potential loss of the entire investment, that investors should be prepared to bear. Impact's investment strategies also carry some degree of legal, tax and regulatory risk.

*Affordable Multifamily Housing Properties Risk.* Mortgage loans can be secured by affordable multifamily housing properties. Multifamily housing projects are part of a market that, in general, is characterized by low barriers to entry. As a result, rental markets with historically low vacancies

could experience substantial new construction and an oversupply of units, in a relatively short period of time. Since multifamily housing units are typically leased on a short-term basis, tenants within such a market could move to newer projects with better amenities. In addition, occupancy and rent levels could be adversely affected by unfavorable economic conditions generally, closings of major (or significant) employers, and national and local politics, including current or future rent stabilization and rent control laws and agreements.

*Business Continuity Risk.* Impact relies on its information technology infrastructure and seeks to assure that it has competitive systems. However, information technology changes rapidly and Impact might be unable to stay ahead of advances. Impact or a service provider could be the target of a cybersecurity attack. To mitigate the risk of such an attack, a systems failure, or other potential business disruptions, including as a result of natural disasters, pandemics and similar events, Impact has adopted a business continuation strategy to maintain critical functions in the event of a significant business disruption, including a partial or total building outage affecting the firm's offices, the inability of personnel to get to the office or a technical problem affecting the firm's systems. Although the recovery strategies are designed to limit the impact on Clients from any business interruption or disaster, Impact's ability to conduct business could be curtailed by a disruption in the infrastructure that supports its operations and the regions in which Impact's and its service provider's offices are located. Certain disruptions could arise that cannot be completely mitigated through a business continuity plan.

*Collateral and Borrower Risk.* The value of the underlying collateral, the creditworthiness of borrowers and the priority of liens are of great importance in determining the values of the loans. The value of the collateral securing mortgage loans is based on real estate appraisers or estimates of value by licensed real estate brokers. The property values can include information and assumptions provided by the borrowers and estimates and assumptions developed with respect to the appraisals or brokers' opinions of value. Actual values might, therefore, vary from such estimates, and the variations can be material. No guarantees can be made regarding the adequacy of the collateral securing the mortgage loans or interests in such loans. In addition, the liquidation proceeds upon the sale of such loans might not satisfy the entire outstanding balance of principal and interest on the foreclosed loans, resulting in losses to lenders. Lenders can be exposed to losses resulting from changed circumstances, and default or foreclosure of mortgage loans or interests in such loans. To the extent that the loan is in default or foreclosure, these risk factors are amplified. Any costs or delays involved in the effectuation of loan foreclosures or liquidation of the assets collateralizing the loans can further reduce the liquidation proceeds and increase lender losses (See "Foreclosure of the Mortgaged Properties Risk" and "Valuation Risk" below).

*Risk Related to Competition for Real Estate Investments.* Managers that invest in real estate related interests operate in a highly competitive market for investment opportunities, and such competition can limit a manager's ability to acquire desirable investments in target communities. Investor performance is dependent, in large part, on the manager's ability to originate or acquire investments on attractive terms. Impact competes with a number of real estate companies and investment managers that are significantly larger with considerably greater financial, technical, marketing and other resources. Certain competitors could also have a lower cost of funds and access to funding sources that are not available to Impact, such as the U.S. Government. In addition, Impact's competitors can have higher risk tolerance or different risk assessments that could allow



them to consider a wider variety of investments, deploy more aggressive pricing and establish more relationships than Impact.

*Credit Risk.* Debt instruments are subject to credit risk. Credit risk refers to the likelihood that borrowers will default on the payment of principal or interest on mortgage loans or other debt instruments. Financial strength and solvency of the borrowers are the primary factors influencing credit risk. In addition, lack or inadequacy of collateral or credit enhancements for debt instruments could affect credit risk. Credit risk could change over the life of debt instruments. The value of a debt instrument could decline because of concerns about the borrower's ability to make principal or interest payments.

*Technology and Cybersecurity Risk.* Managers rely on information and technology systems to conduct their advisory businesses. Such systems could be subject to cybersecurity incidents or similar events that could potentially result in damage or interruption to these systems, unauthorized access to sensitive transactional and personal information, intentional misappropriation, corruption or destruction of data or operational disruption. Impact has a cybersecurity policy and has implemented certain technical and physical safeguards intended to protect the integrity of its information and technology systems. Nonetheless, despite reasonable precautions, cybersecurity incidents could potentially occur, and they might in some circumstances result in the failure to maintain the security, confidentiality or privacy of sensitive data. Cybersecurity incidents experienced by third-party vendors or service providers could indirectly affect Clients and investors. Cybersecurity risks can disrupt the ability of Impact to engage in transactional business, cause direct financial loss and affect the value of assets in which Clients invest, result in ongoing prevention, risk management and compliance costs, lead to violations of applicable laws and otherwise affect business and financial performance (See also, "Business Continuity Risk", above).

*Economic and Financial Cycle Risk.* Economic and financial cycles pose inherent risks on the real estate market. At various points in recent history, the real estate and securitization markets, as well as global financial markets and the economy generally, have experienced significant dislocations, illiquidity and volatility. Additionally, the duration of the current period of historically low inflation and interest rates, while generally supportive of commercial and multifamily real estate performance and values, is unpredictable. The risk of a recession resulting from exigent circumstances, many of which are not predictable can result in downward pressure on real estate values even if low interest rates persist. Increased operating and borrowing costs can also put pressure on the performance and value of commercial and multifamily real estate and hinder the financing and refinancing of those properties. The lack of credit liquidity, correspondingly higher mortgage rates and declines in the value of commercial and multifamily properties can prevent commercial mortgage and multifamily property owners and borrowers from refinancing their mortgages and might adversely affect the ability of a borrower to perform on its loan obligations. Defaults, delinquencies and losses can further decrease property values, resulting in additional defaults by commercial mortgage borrowers, further credit constraints, further declines in property values and further adverse effects on the perception of the value of investments in mortgages. As a result of these factors and conditions, weakness, illiquidity, volatility and other dislocations in the market could reoccur or become more severe.

*Environmental Liabilities Risk.* Under various federal, state and local laws, ordinances and regulations, owners or operators of real property could become liable for the costs of removal or remediation of certain hazardous substances released on, about, under or in its property. Environmental laws often impose this liability without regard to whether the owners or operators knew of, or were responsible for, the release of hazardous substances. The presence of hazardous substances, or the failure to remediate hazardous substances properly, could adversely affect the value of the properties. In the event of foreclosures, the value of collateral could be insufficient to satisfy the entire outstanding balance of principal and interest on the foreclosed loans, resulting in losses to lenders. In addition, some environmental laws can create liens of varying priority on contaminated property in favor of the government for costs it incurs related to the contamination.

*Foreclosure of the Mortgaged Properties Risk.* Mortgage loans are typically secured by liens on the mortgaged properties. In the event revenues generated by the operations of properties are not sufficient to pay debt service on the mortgage loans or in the event balloon payments cannot be paid by the borrower in full when due, or upon any other mortgage loan events of default, the mortgages can be foreclosed. Foreclosure is an expensive and lengthy process that can lead to a significant delay in the recovery by the lenders of amounts owed under the mortgage loans. Furthermore, there can be no assurance that the net proceeds realized from foreclosures on the mortgages, after payment of all foreclosure expenses, will be sufficient to pay the principal, interest and other expenses, if any, which are due under the mortgage loans.

*Geographic Concentration of Mortgage Loans Risk.* Mortgage loans on income producing properties could be concentrated in specific states or regions. Declining economic conditions in these locations can affect the ability of borrowers to repay their mortgage loans on time. Properties in certain jurisdictions can be more susceptible than properties located in other parts of the country to certain types of uninsurable hazards, such as earthquakes, floods, hurricanes, wildfires, mudslides and other natural disasters. Declines in the real estate market of a particular jurisdiction could reduce the values of properties located in that jurisdiction, which would result in an increase in the loan-to-value ratios, and such declines could spread to neighboring jurisdictions.

*Hedging Risk.* A hedge is a transaction intended to reduce or eliminate losses associated with a portfolio holding or market to which a portfolio has exposure, including interest rate exposure. Hedges are sometimes subject to imperfect matching between the hedging transaction and its reference portfolio holding or market (correlation risk), and there can be no assurance that a portfolio's hedging transaction will be effective. In particular, the variable degree of correlation between price movements of hedging instruments and price movements in the position being hedged creates the possibility that losses on the hedge will be greater than gains in the value of the positions of the portfolio. Hedging techniques can involve a variety of derivatives, including interest rate swaps and other interest rate transactions. Costs associated with hedging techniques that Impact can employ involve costs, which can be significant, whether or not the hedging strategy is successful. Hedging techniques often require posting significant cash or other collateral. Hedging transactions, to the extent they are implemented, will not necessarily be completely effective in insulating portfolios from interest rate or other risks. Thus, while hedging is intended to reduce the potential for loss, it can also reduce or eliminate gains.



*Interest Rate Risk.* The value of fixed interest rate mortgages and other debt instruments generally has an inverse relationship with future interest rates. Accordingly, if interest rates rise, the value of such debt instruments could decline. In addition, to the extent that the receivables of loans underlying specific financial instruments can be prepaid without penalty or premium, the value of such financial instruments can be negatively affected by prepayments (which tend to occur more frequently as interest rates decline).

*Investment Risk.* The value of debt and equity securities, like other investments, can move up or down, sometimes rapidly and unpredictably, as a result of market volatility. Securities at any point in time could be worth less than the amount invested. Clients and investors are subject to investment risk, including possible loss of the entire principal amounts of their investments.

*Lack of Skillful Property Management Risk.* The successful operation of a real estate project depends upon the property manager's performance and viability. The property manager is responsible for responding to changes in the local market, planning and implementing the rental structure, operating the property and providing building services, managing operating expenses and assuring that maintenance and capital improvements are carried out in a timely fashion. Mortgaged properties deriving revenues primarily from short-term sources, such as short-term or month-to-month leases, are generally more management intensive than properties leased to creditworthy tenants under long-term leases. There can be no assurance as to the skills of any present or future property managers. In many cases, the property managers are affiliates of the related mortgagor and can be unwilling to manage properties for non-affiliates. Additionally, there can be no assurance that the property managers will be in a financial condition to fulfill their management responsibilities throughout the terms of their respective management agreements.

*Lending on Income-Producing Properties Risk.* Lending on the security of income-producing real estate (such as affordable multifamily housing) is generally viewed by investors as exposing a lender to a greater risk of loss than lending on the security of single-family residences. Various factors, many beyond the control of the property owner, can negatively affect the ability of an income-producing real estate property to generate sufficient net operating income to pay debt service and/or to maintain its value. Among these factors are: economic conditions generally and in proximity to the project; the age, quality and design of the project and the degree to which it competes with other projects in the area; changes or continued weaknesses in specific industry segments; increases in operating costs; the willingness and ability of the owner to provide capable property management, and maintenance of credit for financing; and changes in interest rate levels that can adversely affect the value of a project without necessarily affecting the ability to generate current income.

*Leverage Risk.* Leverage increases the risk of loss on a Client's investment portfolio. Leverage could involve the use of borrowed capital in an attempt to increase the return on investments. The use of leverage can result in the portfolio's market value exposure being in excess of its net asset value. If Impact determines to leverage a Client's portfolio, the Client could need to liquidate positions when it is not advantageous to do so to satisfy its repayment obligations. The use of leverage creates a variety of risks including the potential for higher volatility, greater declines of a portfolio's value and fluctuations of dividends and other distribution payments.

*Mezzanine Loan Risk.* Mezzanine loans take the form of subordinated loans secured by second mortgages on the underlying property, or loans secured by a pledge of the ownership interests of either the entity owning the property or a pledge of the ownership interests of the entity that owns an interest in the entity owning the property. Mezzanine loans, therefore, are typically junior to other debt on the underlying property. Because mezzanine loans could become unsecured as a result of foreclosures by more senior lenders and can require significant capital investment by the mezzanine lender to protect its security interest, mezzanine loans involve higher degrees of risk than long-term senior mortgage lending secured by income-producing real property. In the event of a bankruptcy of the entity providing the pledge of its ownership interests as security, the mezzanine lenders might not have full recourse to the assets of such entity, or the assets of the entity might not be sufficient to satisfy the mezzanine loan. If a borrower defaults on a mezzanine loan or more senior debt, or in the event of a borrower bankruptcy, the mezzanine loan will be satisfied only after the senior debt is repaid. As a result, investors might not recover some or all of their investments.

*Uncertainty and Emerging Global Events.* Social, political, economic and other conditions and events (such as natural disasters, epidemics and pandemics, terrorism, conflicts and social unrest) will occur that create uncertainty and have significant impacts on issuers, industries, governments and other systems, including the financial and real estate markets, even in established markets such as the United States. As global systems, economies and financial markets are increasingly interconnected, events that once had only local impact are now more likely to have regional or even global effects. Events that occur in one country, region or financial market will, more frequently, adversely impact issuers in other countries, regions or markets. These impacts can be exacerbated by failures of governments and societies to adequately respond to an emerging event or threat.

Uncertainty can result in or coincide with: increased volatility; greater fluctuations in currency exchange rates; increased risk of default (by both government and private issuers); further social, economic, and political instability; greater governmental involvement in the economy or in social factors that impact the economy; less governmental supervision and regulation of markets and market participants; controls on foreign investment, capital controls and limitations on repatriation of invested capital; inability to purchase and sell investments; substantial, and in some periods extremely high, rates of inflation; recessions; and difficulties in obtaining and/or enforcing legal judgments. Lower-income persons, families and communities are often the first to suffer from these effects and can take longer to recover from them. Because Impact seeks to invest (directly or indirectly) in projects that Impact believes will benefit low-income persons, families and communities, any of these events could cause the value of a Client's portfolio holdings to decrease, often substantially.

Clients will also be negatively affected if the operations and effectiveness of Impact or key service providers are compromised or if systems and processes necessary or beneficial to the management of portfolios are disrupted by these events or the uncertainty that these events often cause.

*Real Estate Concentration Risk.* Impact's Clients invest a substantial portion of their assets (directly or indirectly) in real estate related interests. Strategies that invest substantial portions of their net assets in one sector or industry are more susceptible to adverse economic or regulatory

occurrences affecting that sector or industry, such as changes in interest rates, loan concentration and competition, than strategies that are more diversified. Accordingly, an adverse development in the real estate sector or industry could significantly adversely impact Clients because they are not diversified across asset classes.

*Real Estate Securities Risk.* The risks of investing in real estate related securities (including interests in funds that invest in real estate or real estate securities) are similar to those associated with direct investments in real estate. Such risks include, without limitation, falling property values due to increasing vacancies or declining rents resulting from economic, legal, political or technological developments, limited diversification and sensitivity to certain economic factors, such as interest rate changes and market recessions. Privately-placed real estate securities are generally illiquid. Such illiquidity tends to limit the ability of real estate investors to respond to changes in economic or other conditions. There can be no assurance that downturns or prolonged adverse conditions in the real estate or capital markets or in the economy will not have a material adverse impact on Clients and investors.

*Risks Related to Property Insurance.* Although borrowers are required to keep or cause their mortgaged properties to be insured at all times against certain risks, there is the possibility of casualty losses for which the insurance proceeds might not be adequate or which could result from risks not covered by the insurance. Should an uninsured or underinsured loss occur, the borrower could lose its capital invested in, and anticipated profits from, the mortgaged property, and the borrower's ability to make interest and principal payments on the mortgaged loan could be adversely affected. In addition, the lender is relying on the creditworthiness of the insurers providing insurance with respect to the mortgaged properties. There can no assurance that the borrowers have complied with, are complying with, or in the future will be able to comply the requirements to maintain adequate insurance with respect to the mortgaged properties or that the borrowers will be able to maintain insurance with insurers that meet the requirements of the loan documents. In addition, the loan documents can provide for certain types of insurance (including, without limitation, earthquake and flood insurance) to be required only at the lender's discretion, and the lender might not elect to require that borrowers obtain such insurance in all cases.

*Valuation Risk.* There could be no, or only a limited, liquid market for private mortgage loans, other private debt instruments and interests in private funds, and the fair value of such assets might not be readily determinable. There can be no assurance that the value assigned to a Client's investments at a certain time will accurately reflect the value that will be realized upon the eventual sale of the investments. A Client's performance can be adversely affected if such valuation determinations are materially higher than the value ultimately realized upon the disposition of the debt instruments.

## Item – 9 – Disciplinary History

Not Applicable.

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

As discussed in Item 4 above, Impact is wholly-owned by ICC, which is owned by some of the leading U.S. insurance companies, although no single insurance company controls ICC or Impact. ICC's Board oversees the activities of ICC and Impact, and the Board is composed of representatives of its members. ICC's members are also major investors in the Funds. Such interrelationships and conflicts of interest are discussed in Item 6, above, and are disclosed to investors in the Fund's Constituent Documents, which prospective investors are encouraged to review prior to investing in a Fund. Certain of ICC's members also provide a revolving line of credit to AHF, to finance AHF's investment activities, and could, in the future, provide similar lines of credit to other Funds. This interest could cause the ICC Board members appointed by the ICC members that are lenders on a revolving line of credit to favor Funds that are borrowers on such line of credit over other Clients.

## Item – 11 – Code of Ethics, Participation of Interest in Client transactions and Personal Trading

**Code of Ethics.** Impact has adopted a Code of Ethics ("Code") pursuant to SEC Rule 204A-1 under the Advisers Act of 1940, as amended (the "Advisers Act") for its and ICC's officers and employees ("Associates") that requires all Associates, among other things, to: act with integrity, honesty, competence and ethically; comply with applicable U.S. federal securities laws, as well as all other applicable laws, rules and regulations; and promptly report violations of the Code. All Associates are required to certify at least annually that they have read and understand the Code. Clients and prospective Clients can obtain a copy of the Code by contacting Impact at 415-981-1074. The Code includes:

- *Protection of Non-Public Information.* The Code includes policies and procedures reasonably designed to prevent and detect the misuse of material non-public information by Associates. These procedures require all Associates who believe they might be in possession of material non-public information to notify the Chief Compliance Officer ("CCO") who will determine the appropriate actions to be taken. When Impact is in possession of material non-public information, it is prohibited from acting on such information on behalf of a Client, even if such action could have benefited the Client. Conversely, if Impact chooses not to obtain material non-public information, such information could be valuable to other market participants that could act to the detriment of one or more Clients, or it might also not receive information that would not have impeded its ability to act and which could have resulted in a better decision on behalf of a Client.
- *Personal Investing.* The Code explains that Associates owe a duty to Clients (i) to conduct personal securities transactions in a manner that does not interfere with Client transactions and (ii) to not enjoy a benefit at the expense of any Client or to otherwise take unfair advantage of their relationship with Clients. All Associates must report their securities transactions on a quarterly basis and disclose their holdings upon joining Impact and

annually thereafter. Associates also must request pre-clearance before acquiring securities in an initial public offering or private placement.

- *Gifts and Entertainment.* The Code prohibits the acceptance (and extension) of excessive or extravagant gifts or entertainment in connection with Impact's business. Procedures include reporting of gifts or entertainment received (or offered), a dollar limit on gifts that can be accepted from any one source during a calendar year, and pre-clearance of certain entertainment.
- *Political Contributions.* Consistent with Rule 206(4)-5 under the Advisers Act, which is intended to protect against circumstances where political contributions and other activities that support political parties, candidates for public office, political action committees or political causes of an adviser or its personnel could improperly influence the award of an investment mandate, Associates are subject to specific limitations on political contributions and activities. Additionally, Associates are required to seek preclearance and approval for certain political contributions to, and hosted events for, current state and local government officials or candidates.

***Participation or Interest in Client Transactions.*** Impact and its affiliates can invest in Clients, directly or indirectly, and accordingly might have economic interests that are comparable to the membership interests of other investors in the Clients. In some instances, Impact and its affiliates could be the first participants in such pooled investment vehicles and might be the only participants for one or more years until the Fund has attracted and admitted third-party investors (which is often beyond Impact's control). Impact treats these Funds the same as other Client accounts for most purposes. Impact and its affiliates could also participate in securities transactions in which Clients are or were invested. Impact's affiliates and underlying owners can also provide credit facilities to certain Clients to finance their investment activities. Impact will disclose such conflicts of interest to Clients in the Constituent Documents and other disclosure materials.

## **Item – 12 – Brokerage Practices**

Impact has adopted Order Execution Policies ("Order Execution Policies") relating to the selection or recommendation of brokers, execution of orders and decisions to trade on behalf of Clients, and to determine the reasonableness of compensation (if any) paid in connection with Client transactions.

***Portfolio Transactions.*** Clients invest primarily in privately-placed securities and neither they nor Impact generally engages broker-dealers or other intermediaries to execute such transactions. Purchases and sales of fixed-income securities are generally made with an issuer or a primary market-maker acting as principal with no stated brokerage commission. Prices for fixed-income securities in secondary market usually include undisclosed compensation to the market-maker reflecting the spread, the difference between the bid and ask prices, for the securities. In limited circumstances, Impact can place orders with broker-dealers for Client transactions. For example, purchases and sales of equity securities on a securities exchange or an over-the-counter market are effected through broker-dealers who receive commissions for their services. The prices for equity and fixed-income securities purchased in primary market transactions, such as initial public



offerings, new fixed-income issues, secondary offerings and private placements, can include underwriting fees.

**Best Execution.** In selecting broker-dealers, Impact seeks to obtain best execution for Client transactions (*i.e.*, the most favorable results reasonably attainable under the circumstances, taking into account a variety of factors, including price and costs as well as qualitative factors). In seeking best execution, factors considered by Impact include (as relevant to the particular transaction): the size and type of the transactions, the nature and character of the markets for the securities, the cost, quality, likely speed and reliability of execution and settlement, the broker-dealers' ability to offer liquidity and anonymity and the trade-off between market impact and opportunity costs. Impact does not seek, or expect to always obtain, the lowest commission or spread to the exclusion of the price of the investment, the quality of service and other qualitative considerations. Rather, brokerage commissions or spreads are only a small part of total execution costs, and other factors, such as market impact and speed of execution, contribute significantly to the benefit that can be obtained for a Client in a transaction.

**Soft Dollars.** Impact has not entered into any soft dollar arrangements. Soft dollars arrangements with broker-dealers allow an investment adviser to cause a Client to pay commissions in excess of what another broker-dealer might have charged in recognition of brokerage and investment research services. Impact could rely on Section 28(e) of the Securities Exchange Act of 1934, which permits an investment adviser to cause a Client to pay a commission that is higher than another broker-dealer might have charged when the investment adviser determines in good faith that the amount of commission is reasonable in relation to the value of any research, other products and brokerage services so long as the broker-dealer provides lawful and appropriate assistance to the investment adviser in its investment decision-making or trade execution processes. In such circumstances, the investment adviser can be deemed to be paying for such research, other products and brokerage services with soft dollars, and not the adviser's own funds, and thus the adviser could receive a benefit. In addition, Impact could, from time to time, receive and benefit from unsolicited research, other products or services provided by broker-dealers and might, therefore, have an incentive to place both principal and Client trades with broker-dealers that provide useful research, other products or services.

**Securitizations.** Clients can sell pools of mortgages to issuing entities that, in turn, securitize the pools and offer and sell the certificates to QIBs in private transactions. In such cases, Impact expects, in most cases, to engage one or more broker-dealers as placement agents, managers and bookrunners of the Offerings (collectively, "Underwriters"). In selecting the Underwriters, Impact can consider various factors, including, without limitation, relevant experience, analytic capability, prior offerings with Impact, recent competitive sales, access to the marketplace, distribution capabilities, conflicts of interest, compensation structure and ability to complete the transactions in an orderly and timely manner. In some cases, an Underwriter or its affiliates provide banking or custodial services for Clients.

**Trade Aggregation.** Since Clients primarily invest in privately-placed securities that are purchased from the issuers, Impact generally does not aggregate securities transactions for Clients. However, where available and appropriate, Impact can aggregate purchases or sales of the same security effected on the same day for the Client accounts. When transactions are aggregated, Impact will

seek to allocate such investment opportunities fairly and equitably over time, but Impact cannot assure equality of treatment among all of its clients for any particular transaction nor that each opportunity will be proportionally allocated among participating accounts according to any particular or predetermined standards or criteria. If Impact is unable to aggregate orders when Impact has the opportunity to do so, the transaction costs borne by Clients tend to be higher. When transactions are aggregated, the actual prices applicable to the aggregated transaction generally will be averaged, and all participating accounts will be deemed to have purchased or sold its share of the security, instrument or obligation involved at such average price. All transaction costs incurred in effecting the aggregated transaction will be shared *pro rata* among all participating Clients.

***Directed Brokerage.*** Impact does not routinely recommend, request or require that Clients direct trading orders to any specific broker-dealers. Impact could, however, accommodate requests from Clients for Impact to use certain broker-dealers to execute portfolio transactions for Clients. If the Client chooses to direct brokerage, Impact could be unable to achieve most favorable execution of client transactions, and directing brokerage could cost Clients more money in that Clients could receive a less favorable prices or pay higher brokerage costs. Specific instructions received from the Client, including to direct brokerage, could also prevent Impact from following its Order Execution Policies.

***Brokerage for Client Referrals.*** Impact currently does not consider Client referrals in selecting or recommending broker-dealers.

## Item – 13 – Review of Accounts

Client investments are reviewed quarterly and whenever there is activity by a team of investment and compliance professionals. The team generally includes Impact's principal executive officers, CCO and other investment professionals. These professionals monitor operations, overall performance, financial performance, and strategic direction of the investments owned by each Client. In addition, ICC's Board is provided information relating to portfolio activity and results for Clients, including with respect to compliance with investment objectives and guidelines, and the Funds' quarterly and annual financial statements.

Clients and investors receive written quarterly unaudited reports of performance and account balances from Impact's affiliates, as well as, where relevant, annual audited financial statements. Clients and investors also receive written quarterly reports that typically include a report on a Fund's performance in compliance of its Constituent Documents. Impact or its affiliates, in each of their discretion, could provide more frequent reports and/or more detailed information to investors.

## Item – 14 – Client Referral and Other Compensation

Impact does not currently maintain any referral arrangements whereby it compensates another party, whether or not affiliated, for referring or otherwise recommending its investment services to Clients. If Impact were to enter into such an arrangement in the future, Impact will comply with Rule 206(4)-3 under the Advisers Act, SEC guidance and other applicable law. Compensation paid

to a solicitor can consist of cash payments computed as a flat fee, a percentage of Impact's advisory fees or other methods of computation agreed upon between the parties. All compensation payable under such arrangements will be appropriately disclosed.

Additionally, to date, neither Impact nor a Client has engaged broker-dealers, placement agents, solicitors or finders to assist in the placement of Client interests, but Impact or a Client could, in the future, enter into such written arrangements. Information regarding any engagements, including the compensation payable under such an arrangement will be appropriately disclosed, generally in the relevant Constituent Documents.

### **Item – 15 – Custody**

Impact does not act as custodian for Client assets. Rather, each Client's assets are held by a qualified custodian engaged by or on behalf of the Client. Nonetheless, pursuant to Rule 206(4)-2 under the Adviser Act (the "Custody Rule"), Impact and its affiliates are deemed to have custody of Client assets when they serve as a general partner or managing member (or in a similar capacity) for a Fund or Separate Account SPV.

Currently, Clients, where relevant, are audited at least annually by independent public accountants that are registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board. Clients generally distribute their audited financial statements on an annual basis to all investors within 120 days after the calendar year end (or 180 days after the calendar year end in the case of funds-of-funds).

### **Item – 16 – Investment Discretion**

Impact generally has discretionary authority to supervise and direct each Client's investments, without obtaining prior specific Client consent for transactions. Client's grant and set the terms of, including any limitations on, Impact's discretion through the Clients' Constituent Documents. In exercising discretionary authority, Impact will act consistently with the Client's investment objectives, guidelines and restrictions, as well as Impact's internal policies and practices, and applicable law. Impact's discretionary authority generally allows Impact to determine : the specific securities (or other financial instruments) to buy or sell; the total amount of securities to buy or sell; the brokers and dealers used to buy or sell securities; and the prices and commission rates at which securities transactions for Client accounts are effected, in each case without prior consultation with, or consent of, the Client before transactions are effected.

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

Impact primarily invests in privately-placed securities that do not provide voting rights to investors. In limited situations, Impact could receive proxies and corporate actions from issuers. Impact has adopted written proxy voting policies and procedures ("Proxy Policy") as required by Rule 206(4)-6 under the Advisers Act. The Proxy Policy applies generally to voting and exercising consent rights with respect to equity or fixed income securities including, but not limited to, plans of reorganization and waivers and consents under applicable indentures. The Proxy Policy does not apply, however, to consent rights that primarily entail decisions to buy or sell investments, such



as tender or exchange offers, conversions, put options and redemptions, which Impact views as investment decisions. The Proxy Policy is reasonably designed and implemented in a manner expected to ensure that voting and consent rights are exercised in the best interests of Clients, including Funds and their investors, which includes the Client's economic interest and their social impact objectives, consistent with their investment objectives in the Constituent Documents. Unless a Client's Constituent Documents prohibit Impact from exercising voting or consent authority, a general grant of discretion in the Constituent Documents includes authority for Impact to vote proxies and exercise consents. Impact maintains a record of all proxy votes cast on behalf of each Client. Clients and investors can contact Impact at 415-981-1074 to obtain, free of charge, a copy of the proxy voting policy and/or information with respect to specific proxy votes.

### **Item – 18 – Financial Information**

Not Applicable.