

Water Asset Management, LLC

509 Madison Ave, Suite 804, NY, NY 10022

212-754-5132

www.waterinv.com

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This brochure (the “Brochure”) provides information about the qualifications and business practices of Water Asset Management, LLC [the “ADVISER”]. If you have any questions about the contents of this Brochure, please contact us at 212-754-5132. 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.

Water Asset Management, LLC 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 Water Asset Management, LLC also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

This Item will discuss only specific material changes that are made to the previous brochure and provide clients with a summary of such changes. As of the date of this Brochure, there have been no material changes. The date of our last annual update of the Adviser's brochure was March 29, 2019.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new 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 further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new brochure as necessary based on changes or new information, at any time, without charge.

A copy of this Brochure or the most current brochure may be requested by contacting Marc Robert, COO at 212-754-5132 or m.robert@waterinv.com.

Additional information about Water Asset Management, LLC is also available via the SEC's web site www.adviserinfo.sec.gov. The SEC's web site also provides information about any persons affiliated with Water Asset Management, LLC who are registered, or are required to be registered, as investment adviser representatives of Water Asset Management, LLC.

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Item 4 – Advisory Business

4 (A) Advisory Business Descriptions

Water Asset Management, LLC is the investment adviser for various investment funds created to capitalize on global investment opportunities in water, wastewater, water infrastructure and water-related industries. The Adviser firmly believes that water and its related infrastructure is at a key inflection point driven by unavoidable need for dramatic capital spending and productivity focused investment because of increasing global demand. Currently the worldwide water industry is experiencing rising demand for water while supply is being constrained by overuse, poor management, changing weather patterns and pollution. These factors have led to an increasing scarcity of inexpensive, safe and reliable water supply alternatives. The Adviser believes that such supply and quality concerns will yield significant capital investment opportunities. Presently the Adviser anticipates that hundreds of billions of dollars of capital expenditures in the United States, with similar expenditures worldwide, will be required over the next several decades to build new and replace existing, water and wastewater systems and infrastructure. Furthermore, the Adviser believes that water quality treatment and monitoring requirements will prompt significant technological change. Water Asset Management, LLC believes that these factors and others are producing a period of transformation in the industry in which a limited number of water companies and a select number of water assets will prosper, offering investors the ability to realize substantial capital appreciation as well as sustainable long-term income, with relatively low levels of risk and volatility.

Water Asset Management, LLC has been in business since January 2006.

The principal owners are:

Matthew J. Diserio

President of the General Partner and a Managing Member and is chiefly responsible for the Fund's public investment portfolio. He has been active in the securities and hedge fund management business since 1982. In 1996, Mr. Diserio founded Diserio Capital Management, LLC, a long/short U.S. equity, value-oriented investment partnership. From 1994 to 1996, Mr. Diserio was a general partner and portfolio manager with Water Street Capital. From 1990 to 1994 he was a First Vice President and special situations senior analyst in the equity research division of Paine Webber, Inc. Mr. Diserio holds a Bachelor of Arts degree from Bowdoin College.

Disque D. Deane, Jr.

Originated the investment strategy of the Fund and is the Chief Investment Officer of the General Partner and a Managing Member. He is primarily responsible for the private equity and water resources investments. Mr. Deane has approximately 25 years' experience in the water industry and more than 30 years' experience in securities investments. He has

worked for, partnered with, and invested in, a few niche players in the water sector and has developed an extensive and diverse network of industry contacts as well as a unique understanding of the sector's character, challenges, risks and opportunities. In 2001, he co-founded Western Development and Storage, a water rights development company, which in 2002 formed Layne Water Development and Storage, a joint venture with the Layne Christensen Corporation, a Nasdaq-listed water drilling and mining concern. Mr. Deane served as President of the joint venture until December 2003, when the interest of Western Development and Storage was acquired by Layne Christensen Corporation. Mr. Deane holds a Bachelor of Science degree from Duke University and an MBA from I.N.S.E.A.D.

4 (B) Advisory Services Offered

Water Asset Management, LLC provides advisory services through limited partnership interests in various Funds investing predominately in water, wastewater and water-related companies and assets.

Water Asset Management, LLC is an adviser to a global long/short hedge fund investing in equities of approximately 230 water companies that are publicly-traded in markets throughout the world, including the United States, Canada, South America, Europe and Asia. The long/short hedge fund provides limited partners an opportunity to invest up to 10% of their investment in private equity water investments.

Water Asset Management, LLC is an adviser to various private equity investment vehicles which seek opportunities in select water resource assets in the United States such as water rights and water rich agriculture properties.

Water Asset Management, LLC is an adviser to a long only global water public equity investment fund focusing on long –term investments in water companies that are publicly-traded in markets throughout the world, including the United States, Canada, South America, Europe and Asia. This partnership offers Class A and Class B interest which are identical except are subject to different management fees and performance allocations.

Water Asset Management, LLC is also adviser to separately managed accounts focusing on long –term investments in water companies that are publicly-traded in markets throughout the world, including the United States, Canada, South America, Europe and Asia.

4 (C) Advisory Service Exceptions

Water Asset Management, LLC provides investors in the long/short hedge fund the option to “opt out” of private equity illiquid side pocket investments. Other clients establishing managed accounts can impose investment restrictions on specific securities and/or security types (i.e. derivatives, precluded markets, etc.).

4 (D) Wrap Fee Program

Water Asset Management, LLC does not participate in wrap fee programs.

4 (E) Managed client assets

The total assets managed by Water Asset Management as of February 29, 2020 is \$351million. These assets are managed on a discretionary basis. Water Asset Management does not manage assets on a non-discretionary basis.

Item 5 – Fees and Compensation

Basic Fee Schedule

The specific way fees are charged by Water Asset Management, LLC is established in the relative investment vehicle's operating documentation to which investors subscribe. Water Asset Management, LLC is generally paid management fees quarterly in advance ranging from 0.20%- 0.5% (0.80%-2% per annum) of net asset value as of the end of the preceding calendar quarter (calculated prior to any withdrawals on such date). The quarterly management fees are deducted from the clients' assets. Management fees shall be prorated for each capital contribution and withdrawal made during the applicable calendar quarter (except for de minimis contributions and withdrawals). Accounts initiated or terminated during a calendar quarter will be charged a prorated fee.

The Adviser's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party service providers and other fees such as custodial fees; wire transfer and electronic fund fees and securities transactions. Such charges, fees and commissions are exclusive of and in addition to Water Asset Management's fee, and Water Asset Management's shall not receive any portion of these commissions, fees, and costs.

Item 12 further describes the factors that the Adviser 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

The General Partner, Water Investment Advisors (Cayman), Ltd, an affiliate of Water Asset Management, LLC, charges an annual performance allocations from each Class A long/short Limited Partner equal in the aggregate to 20% of the net profits of the Fund allocable to such Class A Fund Limited Partner for the year in question over and above any unrecouped losses from prior years. The performance allocations will be given effect for each year that the cumulative net profits allocated to such Class A Fund Limited Partner through the end

of that year exceeds the “High Watermark”. For these purposes, “net profits” and “cumulative net profits” include both realized and unrealized net profits.

The General Partner of the private equity fund, Water Development, LLC and Water Development II, LLC, both affiliates of Water Asset Management, LLC, receives a 20% incentive distribution after limited partners receive cash distributions equaling their capital contribution plus an 8% preferred rate on such capital contribution.

The General Partner of the long only global water public equity investment fund, Water Asset Management Global Equity GP, LLC, an affiliate of Water Asset Management, LLC is entitled to an annual performance allocation of from Class B limited partners of 15% of the net profits of the fund allocable to such Class B limited partners which exceed the performance of the MSCI All Country Index published by MSCI Inc. (“Allocation Hurdle”).

Item 7 – Types of Clients

Water Asset Management, LLC provides investment advisory services to high net worth individuals and institutional investors. The minimum investment commitment required of an investor is generally USD \$1.0 million.

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

The Adviser’s investment strategy is focused on generating non- correlated net positive returns by investing exclusively in companies and assets involved in the global water sector. The Adviser has focused on this investment strategy because historically water investments have generated greater positive returns than the S&P 500 over the last 25 years with roughly comparable volatility. Water Asset Management, LLC believes the current supply / demand dynamics that exist in the water industry have created an inflection point of positive fundamentals for the companies and assets that participate in certain sub sectors in the water industry that should support comparable, if not meaningfully better, returns for water investments. A positive pricing environment for the products and services delivered by companies operating in the industry exists today and is likely to remain for the foreseeable future.

The Adviser uses its in-house industry expertise as well as its unique access to a broad range of industry contacts within the various sub sectors of the water industry. This expertise and industry access enable the Adviser to prioritize its investment strategy among the industry sub sectors with unique value-added insight.

The Adviser spends a considerable amount of time and resources analyzing the various thematic characteristics of industry sub sectors. For publicly traded investments, significant emphasis is placed upon researching specific companies within those sub sectors that are trading at attractive valuations with unrecognized earnings potential, new products, and/or events associated. Private investments are analyzed using not only traditional financial valuation metrics, but also water and agricultural industry standard metrics for both valuation and qualitative analysis.

The fundamental research process is both qualitative and quantitative, helping the Adviser develop a deep fundamental and industrial understanding of each investment opportunity.

“Investing in securities involves risk of loss that clients should be prepared to bear.”

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 Water Asset Management, LLC or the integrity of Adviser’s management.

Water Asset Management, LLC has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Water Asset Management, LLC does not have any other financial industry activities or affiliations, active or pending, including but not limited to any applications to register as a broker-dealer, a futures commission merchant, commodity pool operator or commodity trading advisor.

John T. Ablamsky is a Partner in the General Partner. He is a CPA and provides tax consulting and accounting services to hedge funds, broker-dealers, closely held businesses, family offices and high net-worth individuals. This relationship is not a material conflict of interest.

Item 11 – Code of Ethics

Water Asset Management, LLC has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics 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, and personal securities trading procedures, among other things. All supervised persons at Water Asset Management, LLC must acknowledge the terms of the Code of Ethics annually, or as amended.

The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of Water Asset Management, LLC will not interfere with (i) acting in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Water Asset Management, LLC prohibits all employees from investing in all water related securities in the firm's global opportunity set. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of Water Asset Management, LLC's clients. In addition, the Code requires pre-clearance of all security transactions. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between Water Asset Management, LLC and its clients.

Multiple client accounts may trade in the same securities on an aggregated basis when consistent with Water Asset Management, LLC's obligation of best execution. In such circumstances, the client accounts will share commission costs equally and receive securities at a total average price. Water Asset Management, LLC will retain records of the trade order (specifying each participating account) and its allocation. All trades are pre-allocated prior to the entry of the aggregated order and execution. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the Order.

Water Asset Management, LLC's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting the Adviser's Chief Compliance Officer.

It is Water Asset Management, LLC's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. Water Asset Management, LLC will also not cross trades between client accounts. The firm may enter into cross transaction between client accounts, but it must be affected for cash consideration at the current

market price of the security, based on current sales data relating to transactions of comparable size.

Item 12 – Brokerage Practices

Water Asset Management, LLC does not itself engage in any brokerage services. In selecting any third-party broker and in determining the reasonableness of brokerage commissions charged, the Adviser may take into account the fact that a broker has furnished the firm or its affiliates, without charge, with statistical, research or other information or services which may enhance their services generally, whether or not such services are of any benefit to the Fund. Such services may take the form of research services, special execution capabilities, clearance, settlement, net price, on-line pricing, block trading and block positioning capabilities, economic and market information, portfolio strategy advice, industry and company comments, technical data, recommendations, general reports, quotation services, referral of prospective investors in the Fund and payment of news wire charges, quotation services and periodical subscription fees.

Accordingly, the client accounts may be deemed to be paying for research and such other services with “soft” or commission dollars. Such “soft dollar” arrangements may be within or outside the “safe harbor” standards contemplated under Section 28(e) of the Securities Exchange Act of 1934. Although the firm believes that the clients will benefit from many of the services obtained with “soft” dollars generated by client trades, the client may not benefit from these entire “soft” dollar services. Water Asset Management, LLC and its affiliates and other funds or accounts which they may manage may also derive substantial direct or indirect benefits from these services, particularly to the extent that any of them uses “soft” or commission dollars to pay for expenses that it would otherwise be required to pay itself.

It should be noted that the investment information received from brokers may be used by the firm or its affiliates in servicing other funds or accounts. The Adviser believes that such an allocation of brokerage business helps clients to obtain research and execution capabilities and provides other benefits to the clients. Further, the brokerage commissions that the clients will pay to those firms, however, are not expected to differ materially, if at all, from commissions that the client will pay other firms for comparable services. Nevertheless, the relationship with brokerage firms that provide “soft” dollar services to the firm may influence its judgment in allocating brokerage business and create a conflict of interest in using the services of those brokers to execute the client trades.

Item 13 – Review of Accounts

Water Asset Management, LLC reviews client account monthly. Each investor statement is reconciled for beginning and ending capital balances, contributions and redemptions, profit and loss as well as month to date, quarter to date and year to date performance returns. The review is conducted independently by the fund's administrator and the firm's Chief Financial Officer.

Investor capital statements are distributed monthly or quarterly to each investor by the administrator for the relevant investment vehicle.

Item 14 – *Client Referrals and Other Compensation*

Water Asset Management, LLC may at times enter into a typical arrangement involving a placement agent that introduces a prospective investor to the Adviser and in turn receives a fee if the investor enters into a management agreement or subscribes to the Adviser's fund. The Firm and the placement agent will enter into a written agreement describing the placement agent's activities on behalf of the Firm, the compensation paid and other material terms of the agreement. The Advisor currently has no such agreement in place. Such introductory relationships are disclosed to investors that have invested as a result of such an introduction.

Item 15 – Custody

Water Asset Management, LLC manages several pooled public equity investment vehicles whose assets are held in custody with qualified custodians. The pooled investment vehicles are reconciled monthly by an independent administrator. Investors receive their monthly capital statements directly from an independent administrator. In addition, each of the investment vehicles is audited annually and a copy of this report is distributed to each investor.

Item 16 – Investment Discretion

Water Asset Management, LLC usually receives discretionary authority from the client at the outset of an advisory relationship to select the individual security and amount to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the client account.

When selecting securities and determining amounts, the Adviser observes the investment policies, limitations and restrictions of the clients for which it advises.

Investment guidelines and restrictions must be provided to Water Asset Management, LLC in writing.

Item 17 – Voting *Client* Securities

Water Asset Management, LLC has discretionary authority over the securities held by its pooled investment vehicles and is viewed as having proxy voting authority.

The general policy is to vote proxy proposals, amendments, consents or resolutions relating to client securities in a manner that serves the best interests of the clients of the Adviser, as determined by the Adviser in its discretion, and considering relevant factors, including, but not limited to:

- the impact on the value of the securities.
- the anticipated costs and benefits associated with the proposal.
- the effect on liquidity; and
- customary industry and business practices.

Clients may obtain a copy of Water Asset Management’s complete proxy voting policies and procedures upon request. Clients may also obtain information from Water Asset Management about Water Asset Management proxy votes on behalf of their account(s).

Item 18 – Financial Information

Water Asset Management, LLC has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.