

**FORM ADV****UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION AND REPORT BY EXEMPT REPORTING ADVISERS****Primary Business Name: OMERS INFRASTRUCTURE AND OMERS INFRASTRUCTURE US****CRD Number: 170309****Annual Amendment - All Sections****Rev. 03/2020**

**WARNING:** Complete this form truthfully. False statements or omissions may result in denial of your application, revocation of your registration, or criminal prosecution. You must keep this form updated by filing periodic amendments. See Form ADV General Instruction 4.

**Item 1 Identifying Information**

Responses to this Item tell us who you are, where you are doing business, and how we can contact you. If you are filing an *umbrella registration*, the information in Item 1 should be provided for the *filing adviser* only. General Instruction 5 provides information to assist you with filing an *umbrella registration*.

A. Your full legal name (if you are a sole proprietor, your last, first, and middle names):

**OMERS INFRASTRUCTURE US LIMITED**

B. (1) Name under which you primarily conduct your advisory business, if different from Item 1.A.

**OMERS INFRASTRUCTURE AND OMERS INFRASTRUCTURE US**

*List on Section 1.B. of Schedule D any additional names under which you conduct your advisory business.*

(2) If you are using this Form ADV to register more than one investment adviser under an *umbrella registration*, check this box ☐

*If you check this box, complete a Schedule R for each relying adviser.*

C. If this filing is reporting a change in your legal name (Item 1.A.) or primary business name (Item 1.B.(1)), enter the new name and specify whether the name change is of

☐ your legal name or ☐ your primary business name:

D. (1) If you are registered with the SEC as an investment adviser, your SEC file number: **801-79360**

(2) If you report to the SEC as an *exempt reporting adviser*, your SEC file number:

(3) If you have one or more Central Index Key numbers assigned by the SEC ("CIK Numbers"), all of your CIK numbers:

No Information Filed

E. (1) If you have a number ("CRD Number") assigned by the *FINRA's CRD* system or by the IARD system, your *CRD* number: **170309**

*If your firm does not have a CRD number, skip this Item 1.E. Do not provide the CRD number of one of your officers, employees, or affiliates.*

(2) If you have additional *CRD* Numbers, your additional *CRD* numbers:

No Information Filed

F. *Principal Office and Place of Business*

(1) Address (do not use a P.O. Box):

Number and Street 1:

450 PARK AVENUE

City:

NEW YORK

State:

New York

Number and Street 2:

9TH FLOOR

Country:

United States

ZIP+4/Postal Code:

10022

If this address is a private residence, check this box: ☐

*List on Section 1.F. of Schedule D any office, other than your principal office and place of business, at which you conduct investment advisory business. If you are applying for registration, or are registered, with one or more state securities authorities, you must list all of your offices in the state or states to which you are applying for registration or with whom you are registered. If you are applying for SEC registration, if you are registered only with the SEC, or if you are reporting to the SEC as an exempt*

*reporting adviser, list the largest twenty-five offices in terms of numbers of employees as of the end of your most recently completed fiscal year.*

- (2) Days of week that you normally conduct business at your *principal office and place of business*:

☒ Monday - Friday ☐ Other:

Normal business hours at this location:

8.30AM - 5PM

- (3) Telephone number at this location:

212-986-7500

- (4) Facsimile number at this location, if any:

- (5) What is the total number of offices, other than your *principal office and place of business*, at which you conduct investment advisory business as of the end of your most recently completed fiscal year?

0

- G. Mailing address, if different from your *principal office and place of business* address:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

If this address is a private residence, check this box: ☐

- H. If you are a sole proprietor, state your full residence address, if different from your *principal office and place of business* address in Item 1.F.:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

**Yes No**

- I. Do you have one or more websites or accounts on publicly available social media platforms (including, but not limited to, Twitter, Facebook and LinkedIn)? ☒ ☐

*If "yes," list all firm website addresses and the address for each of the firm's accounts on publicly available social media platforms on Section 1.I. of Schedule D. If a website address serves as a portal through which to access other information you have published on the web, you may list the portal without listing addresses for all of the other information. You may need to list more than one portal address. Do not provide the addresses of websites or accounts on publicly available social media platforms where you do not control the content. Do not provide the individual electronic mail (e-mail) addresses of employees or the addresses of employee accounts on publicly available social media platforms.*

- J. Chief Compliance Officer

(1) Provide the name and contact information of your Chief Compliance Officer. If you are an *exempt reporting adviser*, you must provide the contact information for your Chief Compliance Officer, if you have one. If not, you must complete Item 1.K. below.

Name:

Other titles, if any:

VESELY, MEGAN, KATHLEEN

Telephone number:

Facsimile number, if any:

416-814-6520

Number and Street 1:

Number and Street 2:

100 ADELAIDE STREET WEST

9TH FLOOR

City:

State:

Country:

ZIP+4/Postal Code:

TORONTO

Canada

M5H 0E2

Electronic mail (e-mail) address, if Chief Compliance Officer has one:

MVESELY@OMERS.COM

(2) If your Chief Compliance Officer is compensated or employed by any *person* other than you, a *related person* or an investment company registered under the Investment Company Act of 1940 that you advise for providing chief compliance officer services to you, provide the *person's* name and IRS Employer Identification Number (if any):

Name:

IRS Employer Identification Number:

- K. Additional Regulatory Contact Person: If a person other than the Chief Compliance Officer is authorized to receive information and respond to questions about this Form ADV, you may provide that information here.

Name:  
GUERARD, JENNIFER, ELLEN  
Telephone number:  
416-361-3385  
Number and Street 1:  
100 ADELAIDE STREET WEST  
City:  
TORONTO

State:

Titles:  
MANAGING DIRECTOR, LEGAL  
Facsimile number, if any:  
  
Number and Street 2:  
9TH FLOOR  
Country:  
Canada

ZIP+4/Postal Code:  
M5H 0E2

Electronic mail (e-mail) address, if contact person has one:  
JGUERARD@OMERS.COM

L.

Do you maintain some or all of the books and records you are required to keep under Section 204 of the Advisers Act, or similar state law, somewhere other than your *principal office and place of business*?

Yes

No

If "yes," complete Section 1.L. of Schedule D.

M.

Are you registered with a *foreign financial regulatory authority*?

Yes

No

Answer "no" if you are not registered with a foreign financial regulatory authority, even if you have an affiliate that is registered with a foreign financial regulatory authority. If "yes," complete Section 1.M. of Schedule D.

N.

Are you a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934?

Yes

No

O.

Did you have \$1 billion or more in assets on the last day of your most recent fiscal year?

Yes

No

If yes, what is the approximate amount of your assets:

- ☐ \$1 billion to less than \$10 billion
- ☐ \$10 billion to less than \$50 billion
- ☐ \$50 billion or more

For purposes of Item 1.O. only, "assets" refers to your total assets, rather than the assets you manage on behalf of clients. Determine your total assets using the total assets shown on the balance sheet for your most recent fiscal year end.

P. Provide your *Legal Entity Identifier* if you have one:

A *legal entity identifier* is a unique number that companies use to identify each other in the financial marketplace. You may not have a *legal entity identifier*.

SECTION 1.B. Other Business Names

List your other business names and the jurisdictions in which you use them. You must complete a separate Schedule D Section 1.B. for each business name.

Name: OMERS INFRASTRUCTURE, OMERS INFRASTRUCTURE US, BOREALIS, BOREALIS INFRASTRUCTURE, AND BOREALIS INFRASTRUCTURE US

Jurisdictions

<input checked="" type="checkbox"/> AL	<input checked="" type="checkbox"/> IL	<input checked="" type="checkbox"/> NE	<input checked="" type="checkbox"/> SC
<input checked="" type="checkbox"/> AK	<input checked="" type="checkbox"/> IN	<input checked="" type="checkbox"/> NV	<input checked="" type="checkbox"/> SD
<input checked="" type="checkbox"/> AZ	<input checked="" type="checkbox"/> IA	<input checked="" type="checkbox"/> NH	<input checked="" type="checkbox"/> TN
<input checked="" type="checkbox"/> AR	<input checked="" type="checkbox"/> KS	<input checked="" type="checkbox"/> NJ	<input checked="" type="checkbox"/> TX
<input checked="" type="checkbox"/> CA	<input checked="" type="checkbox"/> KY	<input checked="" type="checkbox"/> NM	<input checked="" type="checkbox"/> UT
<input checked="" type="checkbox"/> CO	<input checked="" type="checkbox"/> LA	<input checked="" type="checkbox"/> NY	<input checked="" type="checkbox"/> VT

<input checked="" type="checkbox"/> CT	<input checked="" type="checkbox"/> ME	<input checked="" type="checkbox"/> NC	<input checked="" type="checkbox"/> VI
<input checked="" type="checkbox"/> DE	<input checked="" type="checkbox"/> MD	<input checked="" type="checkbox"/> ND	<input checked="" type="checkbox"/> VA
<input checked="" type="checkbox"/> DC	<input checked="" type="checkbox"/> MA	<input checked="" type="checkbox"/> OH	<input checked="" type="checkbox"/> WA
<input checked="" type="checkbox"/> FL	<input checked="" type="checkbox"/> MI	<input checked="" type="checkbox"/> OK	<input checked="" type="checkbox"/> WV
<input checked="" type="checkbox"/> GA	<input checked="" type="checkbox"/> MN	<input checked="" type="checkbox"/> OR	<input checked="" type="checkbox"/> WI
<input checked="" type="checkbox"/> GU	<input checked="" type="checkbox"/> MS	<input checked="" type="checkbox"/> PA	<input checked="" type="checkbox"/> WY
<input checked="" type="checkbox"/> HI	<input checked="" type="checkbox"/> MO	<input checked="" type="checkbox"/> PR	<input type="checkbox"/> Other:
<input checked="" type="checkbox"/> ID	<input checked="" type="checkbox"/> MT	<input checked="" type="checkbox"/> RI	

SECTION 1.F. Other Offices

No Information Filed

SECTION 1.I. Website Addresses

List your website addresses, including addresses for accounts on publicly available social media platforms where you control the content (including, but not limited to, Twitter, Facebook and/or LinkedIn). You must complete a separate Schedule D Section 1.I. for each website or account on a publicly available social media platform.

Address of Website/Account on Publicly Available Social Media Platform: http://www.omersinfrastructure.com

Address of Website/Account on Publicly Available Social Media Platform: https://www.linkedin.com/company/borealis-infrastructure/about/

SECTION 1.L. Location of Books and Records

No Information Filed

SECTION 1.M. Registration with Foreign Financial Regulatory Authorities

No Information Filed

Responses to this Item help us (and you) determine whether you are eligible to register with the SEC. Complete this Item 2.A. only if you are applying for SEC registration or submitting an *annual updating amendment* to your SEC registration. If you are filing an *umbrella registration*, the information in Item 2 should be provided for the *filing adviser* only.

You (the adviser):

- C. Under state laws, SEC-registered advisers may be required to provide to *state securities authorities* a copy of the Form ADV and any amendments they file with the SEC. These are called *notice filings*. In addition, *exempt reporting advisers* may be required to provide *state securities authorities* with a copy of reports and any amendments they file with the SEC. If this is an initial application or report, check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to direct your *notice filings* or reports to additional state(s), check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to your registration to stop your *notice filings* or reports from going to state(s) that currently receive them, uncheck the box(es) next to those state(s).

## Jurisdictions

<input type="checkbox"/> AL	<input type="checkbox"/> IL	<input type="checkbox"/> NE	<input type="checkbox"/> SC
<input type="checkbox"/> AK	<input type="checkbox"/> IN	<input type="checkbox"/> NV	<input type="checkbox"/> SD
<input type="checkbox"/> AZ	<input type="checkbox"/> IA	<input type="checkbox"/> NH	<input type="checkbox"/> TN
<input type="checkbox"/> AR	<input type="checkbox"/> KS	<input type="checkbox"/> NJ	<input type="checkbox"/> TX
<input type="checkbox"/> CA	<input type="checkbox"/> KY	<input type="checkbox"/> NM	<input type="checkbox"/> UT
<input type="checkbox"/> CO	<input type="checkbox"/> LA	<input type="checkbox"/> NY	<input type="checkbox"/> VT
<input type="checkbox"/> CT	<input type="checkbox"/> ME	<input type="checkbox"/> NC	<input type="checkbox"/> VI
<input type="checkbox"/> DE	<input type="checkbox"/> MD	<input type="checkbox"/> ND	<input type="checkbox"/> VA
<input type="checkbox"/> DC	<input type="checkbox"/> MA	<input type="checkbox"/> OH	<input type="checkbox"/> WA
<input type="checkbox"/> FL	<input type="checkbox"/> MI	<input type="checkbox"/> OK	<input type="checkbox"/> WV
<input type="checkbox"/> GA	<input type="checkbox"/> MN	<input type="checkbox"/> OR	<input type="checkbox"/> WI
<input type="checkbox"/> GU	<input type="checkbox"/> MS	<input type="checkbox"/> PA	<input type="checkbox"/> WY
<input type="checkbox"/> HI	<input type="checkbox"/> MO	<input type="checkbox"/> PR	
<input type="checkbox"/> ID	<input type="checkbox"/> MT	<input type="checkbox"/> RI	

If you are amending your registration to stop your notice filings or reports from going to a state that currently receives them and you do not want to pay that state's notice filing or report filing fee for the coming year, your amendment must be filed before the end of the year (December 31).

**SECTION 2.A.(8) Related Adviser**

If you are relying on the exemption in rule 203A-2(b) from the prohibition on registration because you *control*, are *controlled* by, or are under common *control* with an investment adviser that is registered with the SEC and your *principal office and place of business* is the same as that of the registered adviser, provide the following information:

Name of Registered Investment Adviser

CRD Number of Registered Investment Adviser

SEC Number of Registered Investment Adviser

-

**SECTION 2.A.(9) Investment Adviser Expecting to be Eligible for Commission Registration within 120 Days**

If you are relying on rule 203A-2(c), the exemption from the prohibition on registration available to an adviser that expects to be eligible for SEC registration within 120 days, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations. You must make both of these representations:

- ☐ I am not registered or required to be registered with the SEC or a *state securities authority* and I have a reasonable expectation that I will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective.
- ☐ I undertake to withdraw from SEC registration if, on the 120th day after my registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.

**SECTION 2.A.(10) Multi-State Adviser**

If you are relying on rule 203A-2(d), the multi-state adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations.

If you are applying for registration as an investment adviser with the SEC, you must make both of these representations:

- ☐ I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of 15 or more states to register as an investment adviser with the *state securities authorities* in those states.
- ☐ I undertake to withdraw from SEC registration if I file an amendment to this registration indicating that I would be required by the laws of fewer than 15 states to register as an investment adviser with the *state securities authorities* of those states.

☐ Within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of at least 15 states to register as an investment adviser with the *state securities authorities* in those states.

If you are relying upon an SEC *order* exempting you from the prohibition on registration, provide the following information:

803-

Date of *order*:

**Item 3 Form of Organization**

If you are filing an *umbrella registration*, the information in Item 3 should be provided for the *filing adviser* only.

A. How are you organized?

- ☒ Corporation
- ☐ Sole Proprietorship
- ☐ Limited Liability Partnership (LLP)
- ☐ Partnership
- ☐ Limited Liability Company (LLC)
- ☐ Limited Partnership (LP)
- ☐ Other (specify):

*If you are changing your response to this Item, see Part 1A Instruction 4.*

B. In what month does your fiscal year end each year?

DECEMBER

C. Under the laws of what state or country are you organized?

State      Country

Delaware    United States

*If you are a partnership, provide the name of the state or country under whose laws your partnership was formed. If you are a sole proprietor, provide the name of the state or country where you reside.*

*If you are changing your response to this Item, see Part 1A Instruction 4.*

Item 4 Successions

Yes No

- A. Are you, at the time of this filing, succeeding to the business of a registered investment adviser, including, for example, a change of your structure or legal status (e.g., form of organization or state of incorporation)?



If "yes", complete Item 4.B. and Section 4 of Schedule D.

- B. Date of Succession: (MM/DD/YYYY)

If you have already reported this succession on a previous Form ADV filing, do not report the succession again. Instead, check "No." See Part 1A Instruction 4.

SECTION 4 Successions

No Information Filed

**Item 5 Information About Your Advisory Business - Employees, Clients, and Compensation**

Responses to this Item help us understand your business, assist us in preparing for on-site examinations, and provide us with data we use when making regulatory policy. Part 1A Instruction 5.a. provides additional guidance to newly formed advisers for completing this Item 5.

**Employees**

*If you are organized as a sole proprietorship, include yourself as an employee in your responses to Item 5.A. and Items 5.B.(1), (2), (3), (4), and (5). If an employee performs more than one function, you should count that employee in each of your responses to Items 5.B.(1), (2), (3), (4), and (5).*

A. Approximately how many *employees* do you have? Include full- and part-time *employees* but do not include any clerical workers.  
161

B. (1) Approximately how many of the *employees* reported in 5.A. perform investment advisory functions (including research)?  
161

(2) Approximately how many of the *employees* reported in 5.A. are registered representatives of a broker-dealer?  
0

(3) Approximately how many of the *employees* reported in 5.A. are registered with one or more *state securities authorities* as *investment adviser representatives*?  
0

(4) Approximately how many of the *employees* reported in 5.A. are registered with one or more *state securities authorities* as *investment adviser representatives* for an investment adviser other than you?  
0

(5) Approximately how many of the *employees* reported in 5.A. are licensed agents of an insurance company or agency?  
0

(6) Approximately how many firms or other *persons* solicit advisory *clients* on your behalf?  
0

*In your response to Item 5.B.(6), do not count any of your employees and count a firm only once – do not count each of the firm's employees that solicit on your behalf.*

**Clients**

*In your responses to Items 5.C. and 5.D. do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.*

C. (1) To approximately how many *clients* for whom you do not have regulatory assets under management did you provide investment advisory services during your most recently completed fiscal year?  
0

(2) Approximately what percentage of your *clients* are non-United States persons?  
88%

D. *For purposes of this Item 5.D., the category "individuals" includes trusts, estates, and 401(k) plans and IRAs of individuals and their family members, but does not include businesses organized as sole proprietorships. The category "business development companies" consists of companies that have made an election pursuant to section 54 of the Investment Company Act of 1940. Unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, do not answer (d)(1) or (d)(3) below.*

Indicate the approximate number of your *clients* and amount of your total regulatory assets under management (reported in Item 5.F. below) attributable to each of the following type of *client*. If you have fewer than 5 *clients* in a particular category (other than (d), (e), and (f)) you may check Item 5.D.(2) rather than respond to Item 5.D.(1).

The aggregate amount of regulatory assets under management reported in Item 5.D.(3) should equal the total amount of regulatory assets under management reported in Item 5.F.(2)(c) below.

If a *client* fits into more than one category, select one category that most accurately represents the *client* to avoid double counting *clients* and assets. If you advise a registered investment company, business development company, or pooled investment vehicle, report those assets in categories (d), (e), and (f) as applicable.

Type of Client	(1) Number of Client(s)	(2) Fewer than 5 Clients	(3) Amount of Regulatory Assets under Management
(a) Individuals (other than <i>high net worth individuals</i> )	0	<input type="checkbox"/>	\$ 0
(b) <i>High net worth individuals</i>	0	<input type="checkbox"/>	\$ 0
(c) Banking or thrift institutions	0	<input type="checkbox"/>	\$ 0
(d) Investment companies	0		\$ 0
(e) Business development companies	0		\$ 0
(f) Pooled investment vehicles (other than investment companies and business development companies)	6		\$ 6,711,824,653
(g) Pension and profit sharing plans (but not the plan participants or government pension plans)		<input checked="" type="checkbox"/>	\$ 1,987,394,857
(h) Charitable organizations	0	<input type="checkbox"/>	\$ 0
(i) State or municipal <i>government entities</i> (including government pension plans)	0	<input type="checkbox"/>	\$ 0
(j) Other investment advisers	0	<input type="checkbox"/>	\$ 0
(k) Insurance companies	0	<input type="checkbox"/>	\$ 0
(l) Sovereign wealth funds and foreign official institutions	0	<input type="checkbox"/>	\$ 0
(m) Corporations or other businesses not listed above	0	<input type="checkbox"/>	\$ 0
(n) Other:	0	<input type="checkbox"/>	\$ 0

#### Compensation Arrangements

E. You are compensated for your investment advisory services by (check all that apply):

- ☒ (1) A percentage of assets under your management  
☐ (2) Hourly charges  
☐ (3) Subscription fees (for a newsletter or periodical)  
☐ (4) Fixed fees (other than subscription fees)  
☐ (5) Commissions  
☒ (6) *Performance-based fees*  
☒ (7) Other (specify): SEE NOTE IN SCHEDULE D- MISCELLANEOUS

#### Item 5 Information About Your Advisory Business - Regulatory Assets Under Management

##### Regulatory Assets Under Management

Yes No

F. (1) Do you provide continuous and regular supervisory or management services to securities portfolios? ☒ Yes ☐ No

(2) If yes, what is the amount of your regulatory assets under management and total number of accounts?

	U.S. Dollar Amount	Total Number of Accounts
Discretionary:	(a) \$ 0	(d) 0
Non-Discretionary:	(b) \$ 8,699,219,510	(e) 8
Total:	(c) \$ 8,699,219,510	(f) 8

*Part 1A Instruction 5.b. explains how to calculate your regulatory assets under management. You must follow these instructions carefully when completing this Item.*

(3) What is the approximate amount of your total regulatory assets under management (reported in Item 5.F.(2)(c) above) attributable to *clients* who are non-United States persons?

\$ 8,229,250,944

#### Item 5 Information About Your Advisory Business - Advisory Activities

##### Advisory Activities



G. What type(s) of advisory services do you provide? Check all that apply.

- ☐ (1) Financial planning services  
☐ (2) Portfolio management for individuals and/or small businesses  
☐ (3) Portfolio management for investment companies (as well as "business development companies" that have made an election

- Do not check Item 5.G.(3) unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, including as a subadviser. If you check Item 5.G.(3), report the 811 or 814 number of the investment company or investment companies to which you provide advice in Section 5.G.(3) of Schedule D.*

- ☐ 0
- ☐ 1 - 10
- ☐ 11 - 25
- ☐ 26 - 50
- ☐ 51 - 100
- ☐ 101 - 250
- ☐ 251 - 500
- ☐ More than 500

*In your responses to this Item 5.H., do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.*

I. (1) Do you participate in a *wrap fee program*?  

(2) If you participate in a *wrap fee program*, what is the amount of your regulatory assets under management attributable to acting as:

(a) *sponsor* to a *wrap fee program*  
\$

(b) portfolio manager for a *wrap fee program*?  
\$

(c) *sponsor* to and portfolio manager for the same *wrap fee program*?  
\$

*If your involvement in a wrap fee program is limited to recommending wrap fee programs to your clients, or you advise a mutual fund that is offered through a wrap fee program, do not check Item 5.I.(1) or enter any amounts in response to Item 5.I.(2).*

(1) Do you have regulatory assets under management attributable to *clients* other than those listed in Item 5.D.(3)(d)-(f) (separately managed account *clients*)? 6 7

If yes, complete Section 5.K.(1) of Schedule D.

(2) Do you engage in borrowing transactions on behalf of any of the separately managed account *clients* that you advise? ☐ ☒

If yes, complete Section 5.K.(2) of Schedule D.

(3) Do you engage in derivative transactions on behalf of any of the separately managed account *clients* that you advise? ☐ ☒

If yes, complete Section 5.K.(2) of Schedule D.

(4) After subtracting the amounts in Item 5.D.(3)(d)-(f) above from your total regulatory assets under management, does any custodian hold ten percent or more of this remaining amount of regulatory assets under management? ☐ ☒

If yes, complete Section 5.K.(3) of Schedule D for each custodian.

### SECTION 5.G.(3) Advisers to Registered Investment Companies and Business Development Companies

No Information Filed

### SECTION 5.I.(2) Wrap Fee Programs

No Information Filed

### SECTION 5.K.(1) Separately Managed Accounts

After subtracting the amounts reported in Item 5.D.(3)(d)-(f) from your total regulatory assets under management, indicate the approximate percentage of this remaining amount attributable to each of the following categories of assets. If the remaining amount is at least \$10 billion in regulatory assets under management, complete Question (a). If the remaining amount is less than \$10 billion in regulatory assets under management, complete Question (b).

Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.

If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise.

End of year refers to the date used to calculate your regulatory assets under management for purposes of your *annual updating amendment*. Mid-year is the date six months before the end of year date. Each column should add up to 100% and numbers should be rounded to the nearest percent.

Investments in derivatives, registered investment companies, business development companies, and pooled investment vehicles should be reported in those categories. Do not report those investments based on related or underlying portfolio assets. Cash equivalents include bank deposits, certificates of deposit, bankers' acceptances and similar bank instruments.

Some assets could be classified into more than one category or require discretion about which category applies. You may use your own internal methodologies and the conventions of your service providers in determining how to categorize assets, so long as the methodologies or conventions are consistently applied and consistent with information you report internally and to current and prospective clients. However, you should not double count assets, and your responses must be consistent with any instructions or other guidance relating to this Section.

(a)	Asset Type	Mid-year	End of year
(i)	Exchange-Traded Equity Securities	%	%
(ii)	Non Exchange-Traded Equity Securities	%	%
(iii)	U.S. Government/Agency Bonds	%	%
(iv)	U.S. State and Local Bonds	%	%
(v)	<i>Sovereign Bonds</i>	%	%
(vi)	Investment Grade Corporate Bonds	%	%
(vii)	Non-Investment Grade Corporate Bonds	%	%
(viii)	Derivatives	%	%

(ix) Securities Issued by Registered Investment Companies or Business Development Companies	%	%
(x) Securities Issued by Pooled Investment Vehicles (other than Registered Investment Companies or Business Development Companies)	%	%
(xi) Cash and Cash Equivalents	%	%
(xii) Other	%	%

Generally describe any assets included in "Other"

(b) Asset Type	End of year
(i) Exchange-Traded Equity Securities	0 %
(ii) Non Exchange-Traded Equity Securities	97 %
(iii) U.S. Government/Agency Bonds	0 %
(iv) U.S. State and Local Bonds	0 %
(v) <i>Sovereign Bonds</i>	0 %
(vi) Investment Grade Corporate Bonds	0 %
(vii) Non-Investment Grade Corporate Bonds	0 %
(viii) Derivatives	0 %
(ix) Securities Issued by Registered Investment Companies or Business Development Companies	0 %
(x) Securities Issued by Pooled Investment Vehicles (other than Registered Investment Companies or Business Development Companies)	0 %
(xi) Cash and Cash Equivalents	1 %
(xii) Other	2 %

Generally describe any assets included in "Other"

REFERS TO SHAREHOLDER LOANS

#### SECTION 5.K.(2) Separately Managed Accounts - Use of *Borrowings* and Derivatives

☐ No information is required to be reported in this Section 5.K.(2) per the instructions of this Section 5.K.(2)

If your regulatory assets under management attributable to separately managed accounts are at least \$10 billion, you should complete Question (a). If your regulatory assets under management attributable to separately managed accounts are at least \$500 million but less than \$10 billion, you should complete Question (b).

(a) In the table below, provide the following information regarding the separately managed accounts you advise. If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise. End of year refers to the date used to calculate your regulatory assets under management for purposes of your *annual updating amendment*. Mid-year is the date six months before the end of year date.

In column 1, indicate the regulatory assets under management attributable to separately managed accounts associated with each level of gross notional exposure. For purposes of this table, the gross notional exposure of an account is the percentage obtained by dividing (i) the sum of (a) the dollar amount of any *borrowings* and (b) the *gross notional value* of all derivatives, by (ii) the regulatory assets under management of the account.

In column 2, provide the dollar amount of *borrowings* for the accounts included in column 1.

In column 3, provide aggregate *gross notional value* of derivatives divided by the aggregate regulatory assets under management of the accounts included in column 1 with respect to each category of derivatives specified in 3(a) through (f).

You may, but are not required to, complete the table with respect to any separately managed account with regulatory assets under management of less than \$10,000,000.

Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.

(i) Mid-Year

Gross Notional Exposure	(1) Regulatory Assets Under Management	(2) Borrowings	(3) Derivative Exposures					
			(a) Interest Rate Derivative	(b) Foreign Exchange Derivative	(c) Credit Derivative	(d) Equity Derivative	(e) Commodity Derivative	(f) Other Derivative
Less than 10%	\$	\$	%	%	%	%	%	%
10-149%	\$	\$	%	%	%	%	%	%
150% or more	\$	\$	%	%	%	%	%	%

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which *borrowings* and derivatives are used in the management of the separately managed accounts that you advise.

(ii) End of Year

Gross Notional Exposure	(1) Regulatory Assets Under Management	(2) Borrowings	(3) Derivative Exposures					
			(a) Interest Rate Derivative	(b) Foreign Exchange Derivative	(c) Credit Derivative	(d) Equity Derivative	(e) Commodity Derivative	(f) Other Derivative
Less than 10%	\$	\$	%	%	%	%	%	%
10-149%	\$	\$	%	%	%	%	%	%
150% or more	\$	\$	%	%	%	%	%	%

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which *borrowings* and derivatives are used in the management of the separately managed accounts that you advise.

- (b) In the table below, provide the following information regarding the separately managed accounts you advise as of the date used to calculate your regulatory assets under management for purposes of your *annual updating amendment*. If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise.

In column 1, indicate the regulatory assets under management attributable to separately managed accounts associated with each level of gross notional exposure. For purposes of this table, the gross notional exposure of an account is the percentage obtained by dividing (i) the sum of (a) the dollar amount of any *borrowings* and (b) the *gross notional value* of all derivatives, by (ii) the regulatory assets under management of the account.

In column 2, provide the dollar amount of *borrowings* for the accounts included in column 1.

You may, but are not required to, complete the table with respect to any separately managed accounts with regulatory assets under management of less than \$10,000,000.

Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.

Gross Notional Exposure	(1) Regulatory Assets Under Management	(2) Borrowings
Less than 10%	\$ 1,987,394,857	\$ 32,874,162
10-149%	\$	\$
150% or more	\$	\$

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which *borrowings* and derivatives are used in the management of the separately managed accounts that you advise.

BORROWINGS REFER TO SHAREHOLDER LOANS

No Information Filed

In this Item, we request information about your firm's other business activities.

A. You are actively engaged in business as a (check all that apply):

- ☐ (1) broker-dealer (registered or unregistered)
- ☐ (2) registered representative of a broker-dealer
- ☐ (3) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- ☐ (4) futures commission merchant
- ☐ (5) real estate broker, dealer, or agent
- ☐ (6) insurance broker or agent
- ☐ (7) bank (including a separately identifiable department or division of a bank)
- ☐ (8) trust company
- ☐ (9) registered municipal advisor
- ☐ (10) registered security-based swap dealer
- ☐ (11) major security-based swap participant
- ☐ (12) accountant or accounting firm
- ☐ (13) lawyer or law firm
- ☐ (14) other financial product salesperson (specify):

If you engage in other business using a name that is different from the names reported in Items 1.A. or 1.B.(1), complete Section 6.A. of Schedule D.

Yes No

- B. (1) Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?
- (2) If yes, is this other business your primary business?

If "yes," describe this other business on Section 6.B.(2) of Schedule D, and if you engage in this business under a different name, provide that name.

Yes No

- (3) Do you sell products or provide services other than investment advice to your advisory *clients*?

If "yes," describe this other business on Section 6.B.(3) of Schedule D, and if you engage in this business under a different name, provide that name.

### SECTION 6.A. Names of Your Other Businesses

No Information Filed

### SECTION 6.B.(2) Description of Primary Business

Describe your primary business (not your investment advisory business):

If you engage in that business under a different name, provide that name:

### SECTION 6.B.(3) Description of Other Products and Services

Describe other products or services you sell to your *client*. You may omit products and services that you listed in Section 6.B.(2) above.

If you engage in that business under a different name, provide that name:

In this Item, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may occur between you and your *clients*.

You have a *related person* that is a (check all that apply):

- You must complete Section 7.A. of Schedule D for each related person acting as qualified custodian in connection with advisory services you provide to your clients (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)), regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.*

Complete a separate Schedule D Section 7.A. for each *related person* listed in Item 7.A.

No Information Filed

- (a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
- (b) ☒ other investment adviser (including financial planners)
- (c) ☐ registered municipal advisor
- (d) ☐ registered security-based swap dealer
- (e) ☐ major security-based swap participant
- (f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- (g) ☐ futures commission merchant
- (h) ☐ banking or thrift institution
- (i) ☐ trust company
- (j) ☐ accountant or accounting firm
- (k) ☐ lawyer or law firm
- (l) ☐ insurance company or agency
- (m) ☐ pension consultant
- (n) ☐ real estate broker or dealer
- (o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

	Yes	No
1. The company has a policy on sexual harassment.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
2. The company has a policy on discrimination.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3. The company has a policy on equal opportunity.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4. The company has a policy on diversity.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5. The company has a policy on affirmative action.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6. The company has a policy on anti-retaliation.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
7. The company has a policy on whistleblower protection.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
8. The company has a policy on confidentiality.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
9. The company has a policy on intellectual property.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
10. The company has a policy on information security.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
11. The company has a policy on environmental protection.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
12. The company has a policy on social responsibility.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
13. The company has a policy on community relations.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
14. The company has a policy on employee benefits.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
15. The company has a policy on employee safety.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
16. The company has a policy on employee health.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
17. The company has a policy on employee training.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
18. The company has a policy on employee development.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
19. The company has a policy on employee compensation.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
20. The company has a policy on employee performance.	<input type="checkbox"/>	<input checked="" type="checkbox"/>

○ ○

☒ ☐

☐ ☐

○ ○

ZIP+4/Postal Code:

	<b>Yes</b>	<b>No</b>
1. The company has a policy regarding the use of social media?		
2. The company has a policy regarding the use of mobile devices?		
3. The company has a policy regarding the use of personal email accounts?		
4. The company has a policy regarding the use of personal social media accounts?		
5. The company has a policy regarding the use of personal cloud storage services?		
6. The company has a policy regarding the use of personal mobile applications?		
7. The company has a policy regarding the use of personal wireless networks?		
8. The company has a policy regarding the use of personal internet connections?		
9. The company has a policy regarding the use of personal hardware devices?		
10. The company has a policy regarding the use of personal software applications?		
11. The company has a policy regarding the use of personal data storage devices?		
12. The company has a policy regarding the use of personal network connections?		
13. The company has a policy regarding the use of personal communication tools?		
14. The company has a policy regarding the use of personal security measures?		
15. The company has a policy regarding the use of personal backup procedures?		
16. The company has a policy regarding the use of personal disaster recovery plans?		
17. The company has a policy regarding the use of personal incident response procedures?		
18. The company has a policy regarding the use of personal business continuity plans?		
19. The company has a policy regarding the use of personal risk management strategies?		
20. The company has a policy regarding the use of personal compliance requirements?		



NO US CLIENTS

○ ○

No Information Filed



○ ○

<https://firms.finra.org/firm-gateway/?redirectLegacy=true#Place=miard&workspaceURL=https%253A%252F%252Fcd.firms.finra.org%252Fad%2...>

#### 4. *Related Person's*

(b) CIK Number(s) (if any):

5. *Related Person* is: (check all that apply)

- |  | Yes | No |
|--|-----|----|
| 1. The company has a formal policy regarding the use of social media.                          |     |    |
| 2. The company provides training for employees on how to use social media responsibly.         |     |    |
| 3. The company monitors its social media presence regularly.                                   |     |    |
| 4. The company has a designated person or team responsible for managing social media.          |     |    |
| 5. The company encourages employees to share their experiences and insights on social media.   |     |    |
| 6. The company uses social media to engage with customers and respond to inquiries.            |     |    |
| 7. The company uses social media to promote its products and services.                         |     |    |
| 8. The company uses social media to build relationships with influencers and industry experts. |     |    |
| 9. The company uses social media to gather feedback from customers and stakeholders.           |     |    |
| 10. The company uses social media to stay up-to-date on industry trends and news.              |     |    |

☐ ☒☐ ☐☐ ☒

○ ○

If this address is a private residence, check this box: ☐

Yes No

☐ ☐

NO US CLIENTS

☐ ☐

Australia - Australian Securities and Investments Commission

☐ ☐

☐ ☐



person is registered.

**Name of Country/English Name of Foreign Financial Regulatory Authority**

United Kingdom - Financial Conduct Authority

11. Do you and the *related person* share any *supervised persons*?

☒ ☐

12. Do you and the *related person* share the same physical location?

☐ ☒

1. Legal Name of *Related Person*:

OMERS VENTURES MANAGEMENT INC.

2. Primary Business Name of *Related Person*:

OMERS VENTURES MANAGEMENT INC.

3. *Related Person's* SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)

802 - 100348

or

Other

4. *Related Person's*

(a) CRD Number (if any):

219511

(b) CIK Number(s) (if any):

No Information Filed

5. *Related Person* is: (check all that apply)

- (a) ☐ broker-dealer, municipal securities dealer, or government securities broker or dealer
- (b) ☒ other investment adviser (including financial planners)
- (c) ☐ registered municipal advisor
- (d) ☐ registered security-based swap dealer
- (e) ☐ major security-based swap participant
- (f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- (g) ☐ futures commission merchant
- (h) ☐ banking or thrift institution
- (i) ☐ trust company
- (j) ☐ accountant or accounting firm
- (k) ☐ lawyer or law firm
- (l) ☐ insurance company or agency
- (m) ☐ pension consultant
- (n) ☐ real estate broker or dealer
- (o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you *control* or are you *controlled* by the *related person*?

☐ ☒

7. Are you and the *related person* under common *control*?

☒ ☐

8. (a) Does the *related person* act as a qualified custodian for your *clients* in connection with advisory services you provide to *clients*?

☐ ☒

(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the *related person* and thus are not required to obtain a surprise examination for your *clients'* funds or securities that are maintained at the *related person*?

☐ ☐

(c) If you have answered "yes" to question 8.(a) above, provide the location of the *related person's* office responsible for *custody* of your *clients'* assets:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

If this address is a private residence, check this box: ☐

Yes No

9. (a) If the *related person* is an investment adviser, is it exempt from registration? ☒ ☐
- (b) If the answer is yes, under what exemption?  
VENTURE CAPITAL ADVISER EXEMPTION
10. (a) Is the *related person* registered with a *foreign financial regulatory authority* ? ☐ ☒
- (b) If the answer is yes, list the name and country, in English of each *foreign financial regulatory authority* with which the *related person* is registered.  
No Information Filed
11. Do you and the *related person* share any *supervised persons*? ☐ ☒
12. Do you and the *related person* share the same physical location? ☐ ☒

#### Item 7 Private Fund Reporting

Yes No

- B. Are you an adviser to any *private fund*? ☒ ☐
- If "yes," then for each *private fund* that you advise, you must complete a Section 7.B.(1) of Schedule D, except in certain circumstances described in the next sentence and in Instruction 6 of the Instructions to Part 1A. If you are registered or applying for registration with the SEC or reporting as an SEC exempt reporting adviser, and another SEC-registered adviser or SEC exempt reporting adviser reports this information with respect to any such *private fund* in Section 7.B.(1) of Schedule D of its Form ADV (e.g., if you are a subadviser), do not complete Section 7.B.(1) of Schedule D with respect to that *private fund*. You must, instead, complete Section 7.B.(2) of Schedule D.
- In either case, if you seek to preserve the anonymity of a *private fund* client by maintaining its identity in your books and records in numerical or alphabetical code, or similar designation, pursuant to rule 204-2(d), you may identify the *private fund* in Section 7.B.(1) or 7.B.(2) of Schedule D using the same code or designation in place of the fund's name.

#### SECTION 7.B.(1) Private Fund Reporting

##### A. PRIVATE FUND

##### Information About the Private Fund

1. (a) Name of the *private fund*:  
BOREALIS ARK HOLDINGS B.V.
- (b) *Private fund* identification number:  
(include the "805-" prefix also)  
805-5447106748
2. Under the laws of what state or country is the *private fund* organized:  
State: Country:  
Netherlands
3. (a) Name(s) of General Partner, Manager, Trustee, or Directors (or *persons* serving in a similar capacity):  

<b>Name of General Partner, Manager, Trustee, or Director</b>
MANAGEMENT BOARD-SEE NOTE IN SCHEDULE D-MISCELLANEOUS
- (b) If filing an *umbrella registration*, identify the *filing adviser* and/or *relying adviser(s)* that sponsor(s) or manage(s) this *private fund*.  
No Information Filed

- ☒ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
- ☒ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

- |                      |
|----------------------|
| No Information Filed |
|----------------------|

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- |                      |
|----------------------|
| No Information Filed |
|----------------------|

00

- Private fund identification number:  
(include the "805-" prefix also)

No Information Filed	
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\$ 494,223,626

12. Minimum investment commitment required of an investor in the *private fund*:

NOTE: Report the amount routinely required of investors who are not your *related persons* (even if different from the amount set forth in the organizational documents of the fund).

1

0%

25%

**Yes No**

© C

75%

**Yes No**

○ ●

No Information Filed
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**Yes No**

• •

No Information Filed
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**Yes No**



*NOTE: For purposes of this question, do not consider feeder funds of the private fund.*

13%

**Yes No**

• •

No Information Filed
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25. (a) Does the *private fund* use any custodians (including the prime brokers listed above) to hold some or all of its assets? ☒ ☐

If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.

**Additional Custodian Information : 1 Record(s) Filed.**

If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.

(b) Legal name of custodian:  
ING BANK N.V.

(c) Primary business name of custodian:  
ING BANK

(d) The location of the custodian's office responsible for *custody* of the *private fund's* assets (city, state and country):  
City: AMSTERDAM State: Country: Netherlands

(e) Is the custodian a *related person* of your firm? ☐ ☒

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any):

-

CRD Number (if any):

(g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its *legal entity identifier* (if any)  
3TK20IVIUJ8J3ZU0QE75

Yes No

**Administrator**

26. (a) Does the *private fund* use an administrator other than your firm? ☐ ☒

If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

No Information Filed

Yes No

27. During your last fiscal year, what percentage of the *private fund's* assets (by value) was valued by a *person*, such as an administrator, that is not your *related person*?

0%

Include only those assets where (i) such *person* carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such *person*.

**Marketers**

28. (a) Does the *private fund* use the services of someone other than you or your *employees* for marketing purposes? ☐ ☒

You must answer "yes" whether the *person* acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar *person*. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such

Yes No

No Information Filed

No Information Filed

### Item 8 Participation or Interest in *Client* Transactions

In this Item, we request information about your participation and interest in your *clients'* transactions. This information identifies additional areas in which conflicts of interest may occur between you and your *clients*. Newly-formed advisers should base responses to these questions on the types of participation and interest that you expect to engage in during the next year.

Like Item 7, Item 8 requires you to provide information about you and your *related persons*, including foreign affiliates.

### Proprietary Interest in *Client* Transactions

A. Do you or any *related person*:

Yes No

- (1) buy securities for yourself from advisory *clients*, or sell securities you own to advisory *clients* (principal transactions)?
- (2) buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory *clients*?
- (3) recommend securities (or other investment products) to advisory *clients* in which you or any *related person* has some other proprietary (ownership) interest (other than those mentioned in Items 8.A.(1) or (2))?

### Sales Interest in *Client* Transactions

B. Do you or any *related person*:

Yes No

- (1) as a broker-dealer or registered representative of a broker-dealer, execute securities trades for brokerage customers in which advisory *client* securities are sold to or bought from the brokerage customer (agency cross transactions)?
- (2) recommend to advisory *clients*, or act as a purchaser representative for advisory *clients* with respect to, the purchase of securities for which you or any *related person* serves as underwriter or general or managing partner?
- (3) recommend purchase or sale of securities to advisory *clients* for which you or any *related person* has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)?

### Investment or Brokerage Discretion

C. Do you or any *related person* have *discretionary authority* to determine the:

Yes No

- (1) securities to be bought or sold for a *client's* account?
- (2) amount of securities to be bought or sold for a *client's* account?
- (3) broker or dealer to be used for a purchase or sale of securities for a *client's* account?
- (4) commission rates to be paid to a broker or dealer for a *client's* securities transactions?

D. If you answer "yes" to C.(3) above, are any of the brokers or dealers *related persons*?

E. Do you or any *related person* recommend brokers or dealers to *clients*?

F. If you answer "yes" to E. above, are any of the brokers or dealers *related persons*?

- G. (1) Do you or any *related person* receive research or other products or services other than execution from a broker-dealer or a third party ("soft dollar benefits") in connection with *client* securities transactions?
- (2) If "yes" to G.(1) above, are all the "soft dollar benefits" you or any *related persons* receive eligible "research or brokerage services" under section 28(e) of the Securities Exchange Act of 1934?
- H. (1) Do you or any *related person*, directly or indirectly, compensate any *person* that is not an *employee* for *client* referrals?
- (2) Do you or any *related person*, directly or indirectly, provide any *employee* compensation that is specifically related to obtaining *clients* for the firm (cash or non-cash compensation in addition to the *employee's* regular salary)?

I. Do you or any *related person*, including any *employee*, directly or indirectly, receive compensation from any *person* (other than you or any *related person*) for *client* referrals?

*In your response to Item 8.I., do not include the regular salary you pay to an employee.*

*In responding to Items 8.H. and 8.I., consider all cash and non-cash compensation that you or a related person gave to (in answering Item 8.H.) or received from (in answering Item 8.I.) any person in exchange for client referrals, including any bonus that is based, at least in part, on the number or amount of client referrals.*

### Item 9 Custody

In this Item, we ask you whether you or a *related person* has *custody* of *client* (other than *clients* that are investment companies registered under the Investment Company Act of 1940) assets and about your custodial practices.

- |    |  | Yes                              | No                    |
|----|--|----------------------------------|-----------------------|
| A. | (1) Do you have <i>custody</i> of any advisory <i>clients'</i> : |                                  |                       |
|    | (a) cash or bank accounts?                                       | <input checked="" type="radio"/> | <input type="radio"/> |
|    | (b) securities?  | <input checked="" type="radio"/> | <input type="radio"/> |

*If you are registering or registered with the SEC, answer "No" to Item 9.A.(1)(a) and (b) if you have custody solely because (i) you deduct your advisory fees directly from your clients' accounts, or (ii) a related person has custody of client assets in connection with advisory services you provide to clients, but you have overcome the presumption that you are not operationally independent (pursuant to Advisers Act rule 206(4)-2(d)(5)) from the related person.*

- (2) If you checked "yes" to Item 9.A.(1)(a) or (b), what is the approximate amount of *client* funds and securities and total number of *clients* for which you have *custody*:

U.S. Dollar Amount	Total Number of <i>Clients</i>
(a) \$ 6,711,824,653	(b) 7

*If you are registering or registered with the SEC and you have custody solely because you deduct your advisory fees directly from your clients' accounts, do not include the amount of those assets and the number of those clients in your response to Item 9.A.(2). If your related person has custody of client assets in connection with advisory services you provide to clients, do not include the amount of those assets and number of those clients in your response to 9.A.(2). Instead, include that information in your response to Item 9.B.(2).*

- |    |  | Yes                              | No                    |
|----|--|----------------------------------|-----------------------|
| B. | (1) In connection with advisory services you provide to <i>clients</i> , do any of your <i>related persons</i> have <i>custody</i> of any of your advisory <i>clients</i> ': |                                  |                       |
|    | (a) cash or bank accounts?   | <input checked="" type="radio"/> | <input type="radio"/> |
|    | (b) securities?  | <input type="radio"/>            | <input type="radio"/> |

*You are required to answer this item regardless of how you answered Item 9.A.(1)(a) or (b).*

- (2) If you checked "yes" to Item 9.B.(1)(a) or (b), what is the approximate amount of *client* funds and securities and total number of *clients* for which your *related persons* have *custody*:

U.S. Dollar Amount	Total Number of <i>Clients</i>
(a) \$ 6,711,824,653	(b) 7

- C. If you or your *related persons* have *custody of client* funds or securities in connection with advisory services you provide to *clients*, check all the following that apply:
- (1) A qualified custodian(s) sends account statements at least quarterly to the investors in the pooled investment vehicle(s) you manage. ☐
- (2) An *independent public accountant* audits annually the pooled investment vehicle(s) that you manage and the audited financial statements are distributed to the investors in the pools. ☒
- (3) An *independent public accountant* conducts an annual surprise examination of *client* funds and securities. ☐
- (4) An *independent public accountant* prepares an internal control report with respect to custodial services when you or your *related persons* are qualified custodians for *client* funds and securities. ☐

*If you checked Item 9.C.(2), C.(3) or C.(4), list in Section 9.C. of Schedule D the accountants that are engaged to perform the audit or examination or prepare an internal control report. (If you checked Item 9.C.(2), you do not have to list auditor information in Section 9.C. of Schedule D if you already provided this information with respect to the private funds you advise in Section 7.B.(1) of Schedule D).*

- | D. Do you or your <i>related person(s)</i> act as qualified custodians for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ? |   | Yes                   | No                               |
|---|---|-----------------------|----------------------------------|
| (1)   | you act as a qualified custodian                            | <input type="radio"/> | <input checked="" type="radio"/> |
| (2)   | your <i>related person(s)</i> act as qualified custodian(s) | <input type="radio"/> | <input checked="" type="radio"/> |

E. If you are filing your *annual updating amendment* and you were subject to a surprise examination by an *independent public accountant* during your last fiscal year, provide the date (MM/YYYY) the examination commenced:

F. If you or your *related persons* have *custody* of *client* funds or securities, how many *persons*, including, but not limited to, you and your *related persons*, act as qualified custodians for your *clients* in connection with advisory services you provide to *clients*?

You must complete the following information for each *independent public accountant* engaged to perform a surprise examination, perform an audit of a pooled investment vehicle that you manage, or prepare an internal control report. You must complete a separate Schedule D Section 9.C. for each *independent public accountant*.

3180

ZIP+4/Postal Code:

49503

☒ ☐



### Item 10 Control Persons

In this Item, we ask you to identify every *person* that, directly or indirectly, *controls* you. If you are filing an *umbrella registration*, the information in Item 10 should be provided for the *filing adviser* only.

If you are submitting an initial application or report, you must complete Schedule A and Schedule B. Schedule A asks for information about your direct owners and executive officers. Schedule B asks for information about your indirect owners. If this is an amendment and you are updating information you reported on either Schedule A or Schedule B (or both) that you filed with your initial application or report, you must complete Schedule C.

	Yes	No
1. The company has a policy on sexual harassment.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
2. The company has a policy on discrimination.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3. The company has a policy on equal opportunity.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4. The company has a policy on diversity.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5. The company has a policy on affirmative action.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6. The company has a policy on anti-retaliation.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
7. The company has a policy on confidentiality.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
8. The company has a policy on non-discrimination.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
9. The company has a policy on fair employment practices.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
10. The company has a policy on equal pay for equal work.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
11. The company has a policy on reasonable accommodations.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
12. The company has a policy on harassment prevention.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
13. The company has a policy on employee safety.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
14. The company has a policy on occupational health.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
15. The company has a policy on environmental protection.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
16. The company has a policy on energy conservation.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
17. The company has a policy on waste management.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
18. The company has a policy on hazardous materials handling.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
19. The company has a policy on fire safety.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
20. The company has a policy on emergency preparedness.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
21. The company has a policy on first aid training.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
22. The company has a policy on CPR training.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
23. The company has a policy on fall protection.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
24. The company has a policy on scaffolding safety.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
25. The company has a policy on excavation safety.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
26. The company has a policy on trenching safety.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
27. The company has a policy on confined space entry.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
28. The company has a policy on hot work safety.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
29. The company has a policy on welding safety.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
30. The company has a policy on grinding safety.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
31. The company has a policy on cutting safety.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
32. The company has a policy on lifting safety.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
33. The company has a policy on manual material handling.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
34. The company has a policy on power tool safety.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
35. The company has a policy on electrical safety.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
36. The company has a policy on lockout/tagout.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
37. The company has a policy on machine guarding.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
38. The company has a policy on personal protective equipment.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
39. The company has a policy on respiratory protection.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
40. The company has a policy on hearing protection.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
41. The company has a policy on eye protection.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
42. The company has a policy on head protection.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
43. The company has a policy on hand protection.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
44. The company has a policy on foot protection.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
45. The company has a policy on slip resistance footwear.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
46. The company has a policy on fall arrest systems.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
47. The company has a policy on fall restraint systems.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
48. The company has a policy on fall prevention systems.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
49. The company has a policy on safety harnesses.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
50. The company has a policy on safety belts.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
51. The company has a policy on safety ladders.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
52. The company has a policy on safety platforms.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
53. The company has a policy on safety lifts.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
54. The company has a policy on safety hoists.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
55. The company has a policy on safety cranes.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
56. The company has a policy on safety trucks.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
57. The company has a policy on safety vehicles.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
58. The company has a policy on safety trailers.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
59. The company has a policy on safety containers.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
60. The company has a policy on safety equipment.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
61. The company has a policy on safety signage.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
62. The company has a policy on safety barriers.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
63. The company has a policy on safety fencing.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
64. The company has a policy on safety lighting.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
65. The company has a policy on safety sound.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
66. The company has a policy on safety communication.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
67. The company has a policy on safety training.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
68. The company has a policy on safety education.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
69. The company has a policy on safety awareness.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
70. The company has a policy on safety culture.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
71. The company has a policy on safety leadership.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
72. The company has a policy on safety responsibility.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
73. The company has a policy on safety accountability.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
74. The company has a policy on safety performance.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
75. The company has a policy on safety improvement.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
76. The company has a policy on safety innovation.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
77. The company has a policy on safety research.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
78. The company has a policy on safety development.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
79. The company has a policy on safety implementation.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
80. The company has a policy on safety evaluation.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
81. The company has a policy on safety monitoring.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
82. The company has a policy on safety assessment.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
83. The company has a policy on safety audit.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
84. The company has a policy on safety inspection.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
85. The company has a policy on safety review.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
86. The company has a policy on safety investigation.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
87. The company has a policy on safety analysis.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
88. The company has a policy on safety reporting.	<input type="checkbox"/>	

- A. Does any *person* not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, *control* your management or policies?



*If yes, complete Section 10.A. of Schedule D.*

- B. If any *person* named in Schedules A, B, or C or in Section 10.A. of Schedule D is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, please complete Section 10.B. of Schedule D.

## SECTION 10.A. *Control Persons*

No Information Filed

## SECTION 10.B. *Control Person* Public Reporting Companies

No Information Filed

## Item 11 Disclosure Information

Your *advisory affiliates* are: (1) all of your current *employees* (other than *employees* performing only clerical, administrative, support or similar functions); (2) all of your officers, partners, or directors (or any *person* performing similar functions); and (3) all *persons* directly or indirectly *controlling* you or *controlled* by you. If you are a "separately identifiable department or division" (SID) of a bank, see the Glossary of Terms to determine who your *advisory affiliates* are.

You must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11.

For "yes" answers to the following questions, complete a Criminal Action DRP:

*If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.A.(2) to charges that are currently pending.*

*If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.B.(2) to charges that are currently pending.*

C. Has the SEC or the Commodity Futures Trading Commission (CFTC) ever:		Yes	No
(1)	<i>found</i> you or any <i>advisory affiliate</i> to have made a false statement or omission?	<input type="radio"/>	<input checked="" type="radio"/>
(2)	<i>found</i> you or any <i>advisory affiliate</i> to have been <i>involved</i> in a violation of SEC or CFTC regulations or statutes?	<input type="radio"/>	<input checked="" type="radio"/>
(3)	<i>found</i> you or any <i>advisory affiliate</i> to have been a cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?	<input type="radio"/>	<input checked="" type="radio"/>
(4)	entered an <i>order</i> against you or any <i>advisory affiliate</i> in connection with <i>investment-related</i> activity?	<input type="radio"/>	<input checked="" type="radio"/>
(5)	imposed a civil money penalty on you or any <i>advisory affiliate</i> , or <i>ordered</i> you or any <i>advisory affiliate</i> to cease and desist from any activity?	<input type="radio"/>	<input checked="" type="radio"/>



The SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the definition of "small business" or "small organization" under rule 0-7.

For purposes of this Item 12 only:

- Yes No

0 0

B. Do you:

- 0 0

C. Are you:

- 0 0



EVERETT, GISELE, SIMOES	I	SENIOR MANAGING DIRECTOR, AMERICAS	03/2021	NA	Y	N	2917089
Wallace, Annesley, Christine	I	DIRECTOR	03/2021	NA	Y	N	7358782
EVERETT, GISELE, SIMOES	I	DIRECTOR	03/2021	NA	Y	N	2917089

### Indirect Owners

1. Complete Schedule B only if you are submitting an initial application or report. Schedule B asks for information about your indirect owners; you must first complete Schedule A, which asks for information about your direct owners. Use Schedule C to amend this information.
2. Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list below:
  - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
  - (b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
  - (c) in the case of an owner that is a trust, the trust and each trustee; and
  - (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
3. Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.
5. Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
6. Ownership codes are:

C - 25% but less than 50%	E - 75% or more
D - 50% but less than 75%	F - Other (general partner, trustee, or elected manager)
7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
  - (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
  - (c) Complete each column.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/IF	Entity in Which Interest is Owned	Status	Date Status Acquired MM/YYYY	Ownership Code	Control Person	PR	CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
OMERS ADMINISTRATION CORPORATION	FE	BPC PROPERTIES LTD.	SHAREHOLDER	10/2001	C	Y	N	FOREIGN
BPC PROPERTIES LTD.	FE	OMERS CAPITAL CORPORATION	SHAREHOLDER	02/2004	E	Y	N	FOREIGN
OMERS CAPITAL CORPORATION	FE	OMERS INFRASTRUCTURE MANAGEMENT INC.	SHAREHOLDER	07/2001	E	Y	N	FOREIGN
BPC REAL ESTATE HOLDINGS TRUST	FE	BPC PROPERTIES LTD.	SHAREHOLDER	10/2001	D	Y	N	FOREIGN
BOREALIS HOLDINGS TRUST MANAGEMENT INC.	FE	BPC REAL ESTATE HOLDINGS TRUST	TRUSTEE	08/2001	F	Y	N	FOREIGN

You may use the space below to explain a response to an Item or to provide any other information.

As described in the Part 2A of the Registrant's Form ADV, the Registrant currently provides advice with respect to infrastructure assets to: (i) AC in relation to AC's administration of the OMERS primary pension plan and (ii) third party co-investors in certain Co-Investment Programs. The foregoing is for informational purposes and is also in response to Item 5.G.(12). As of December 31, 2020, the net assets of the OMERS primary pension plan was approximately CAD\$105 billion or USD\$82 billion, all of which were administered by AC. An amount of those assets, as determined by the OMERS Board, is allocated for potential infrastructure investments. Item 1.F: From time to time, the associated persons of OMERS Infrastructure may conduct their US advisory activities from affiliated offices in the United Kingdom, Canada, Singapore, and Australia. Item 5.A.: We have included associated persons of the Registrant employed by related persons of the Registrant. Item 5.F.: In determining our regulatory assets under management, we do not deduct any outstanding indebtedness or other accrued but unpaid liabilities of pooled investment vehicles or pension and profit sharing plans, but note that for purposes of this filing, indebtedness and/or other accrued but unpaid liabilities have been deducted in calculating the equity value of portfolio companies held by such clients. Items 5.D.(3)(f) and (g), 9.A.(2)(a) and 9.B.(2)(a): In calculating the dollar value of its assets under management for purposes of Items 5.D.(3)(f) and (g), and 9.A.(2)(a) and 9.B.(2)(a), the Registrant has included only amounts invested in infrastructure assets advised by the Registrant, and has not included any uninvested capital from the OMERS primary pension plan or Co-Investors. To avoid the double counting of assets, for purposes of that calculation, the Registrant has excluded from the calculation of the assets attributable to pension and profit sharing plans referenced in Item 5.D.(3)(g), the assets of the OMERS primary pension plan that have been invested in the pooled investment vehicle referenced in Item 5.D.(3)(f). In addition, for purposes of identifying the types of clients advised by the Registrant in Item 5.D.(1), the Registrant has deemed those vehicles that hold only assets of the OMERS primary pension plan to be pension and profit sharing plans, and those vehicles that hold assets invested by the OMERS primary pension plan and Co-Investors as pooled investment vehicles. Item 5.E.(7) Other (specify): The Registrant receives a management fee from its parent on a cost recovery basis plus 7% on certain of these costs. For purposes of calculating the number "accounts" or "clients" advised by the Registrant in Items 5.F.(2)(d)-(f), and 9.A.(2)(b) and 9.B.(2)(b), the Registrant has collectively deemed those vehicles that hold only assets of the OMERS primary pension plan to be a single account or client, and those vehicles that hold assets invested by the OMERS primary pension plan and Co-Investors as pooled investment vehicles. Item 9.B (1) and (2) were completed since related persons of the Registrant are deemed to have custody due to contractual authorizations, but they do not have physical custody of the assets. Schedule B - Indirect Owners: some indirect owners acquired shares in a class of securities more than once. In such cases, we have listed the date of the first acquisition of such shares. Section 7.B.(1) 3.(a): The Management Board of Borealis Ark Holdings B.V. consist of three OMERS employees, including two Dutch residents. For purposes of Items 13 and 14 in Section 7.B.(1) of Schedule D, the responses exclude a 51% voting (non-economic) interest in the private fund held by an affiliate of OMERS Infrastructure US Limited.

No Information Filed

**CRIMINAL DISCLOSURE REPORTING PAGE (ADV)**

REGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV)

CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

Part 2

Exemption from brochure delivery requirements for SEC-registered advisers

SEC rules exempt SEC-registered advisers from delivering a firm brochure to some kinds of clients. If these exemptions excuse you from delivering a brochure to *all* of your advisory clients, you do not have to prepare a brochure.

Yes No

Are you exempt from delivering a brochure to all of your clients under these rules?

☐ ☒

If no, complete the ADV Part 2 filing below.

Amend, retire or file new brochures:

Brochure ID	Brochure Name	Brochure Type(s)	Action
256284	OMERS INFRASTRUCTURE BROCHURE	Other institutional	Amend

**Part 3**

CRS	Type(s)	Affiliate Info	Retire
There are no CRS filings to display.			

**DOMESTIC INVESTMENT ADVISER EXECUTION PAGE**

### Appointment of Agent for Service of Process

Signature

Signature: \_\_\_\_\_ Date: MM/DD/YYYY

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Adviser *CRD* Number: \_\_\_\_\_

170309

**NON-RESIDENT INVESTMENT ADVISER EXECUTION PAGE**

## 1. Appointment of Agent for Service of Process

## 2. Appointment and Consent: Effect on Partnerships

### 3. *Non-Resident* Investment Adviser Undertaking Regarding Books and Records

<https://firms.finra.org/firm-gateway/?redirectLegacy=true#Place=miard&workspaceURL=https%253A%252F%252Fcrd.firms.finra.org%252Flad%252F> 45/46

office in Washington D.C., at any Regional or District Office of the Commission, or at any one of its offices in the United States, as specified by the Commission, correct, current, and complete copies of any or all records that you are required to maintain under Rule 204-2 under the Investment Advisers Act of 1940. This undertaking shall be binding upon you, your heirs, successors and assigns, and any *person* subject to your written irrevocable consents or powers of attorney or any of your general partners and *managing agents*.

### Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the *non-resident* investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:

Date: MM/DD/YYYY

Printed Name:

Title:

Adviser CRD Number:  
170309