

# Sky Island Capital LP Part 2A of Form ADV The Brochure

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This brochure (“Brochure”) provides information about the qualifications and business practices of Sky Island Capital LP (“Sky Island” or the “the Firm”). If you have any questions about the contents of this brochure, please contact us at (469) 965-9200. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority. The Partnership is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training.

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

## **Item 2: Material Changes**

This brochure serves to update our brochure dated April 2022 and the last annual amendment of this Brochure which was March 2022. This section lists certain changes as of the last annual amendment. Outside of the changes outlined below, other changes since the last filing have been made to clarify and add detail about existing disclosures, policies, or practices.

- *Item 1 - Cover Page*

In April 2022, Part 1A Item 1.F and this Brochure was updated to reflect Sky Island's principal office and place of business as 8333 Douglas Avenue, Suite 1260, Dallas TX 75225.

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

Certain risk factors have been updated. For a more complete discussion of risks, investors should refer to Fund offering documents.

There were no additional changes to the business activities of Sky Island since most recent annual amendment in March 2022 that we believe to be material.

### **Important Note About This Brochure**

This Brochure is not an offer or agreement to provide advisory services to any person, an offer to sell interests (or a solicitation of an offer to buy interests) in any Private Fund (as defined below). It is not a complete discussion of the features, risks or conflicts associated with any investment in any Private Fund advised by Sky Island.

As required by the Investment Advisers Act of 1940, as amended (“Advisers Act”), Sky Island provides this Brochure to current and prospective clients, which are the Private Funds it manages, not the individual investors in those Funds. Sky Island may also, in its discretion, provide this Brochure to current or prospective investors in certain Funds, together with other relevant offering materials, such as a Fund’s private placement memorandum (“PPM”) or similar disclosure statement, prior to, or in connection with, such persons’ investment in such Funds. Interests in the Funds are offered and sold only pursuant to a PPM, a subscription agreement, and a limited partnership agreement for the relevant Fund (“offering materials” or “Governing Documents”), as applicable.

Although this Brochure describes the investment advisory services of the Firm, persons who receive this Brochure (whether or not from Sky Island) should be aware that it is designed solely to provide information about the Firm as necessary to respond to certain disclosure obligations under the Advisers Act. As such, the information in this Brochure may differ from information provided in relevant offering materials or other documents. Unless otherwise noted, capitalized terms not defined herein refer to terms in the applicable governing documents.

More complete information about each Fund advised by the Firm is included in the offering materials for such Fund, which may be provided to current and eligible prospective investors only by Sky Island or its authorized agents. If there is any conflict between information conveyed in this Brochure and that conveyed in any offering materials, you should rely on the information contained in the relevant Governing Documents.

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### Item 4: Advisory Business

Sky Island, a Delaware limited partnership which commenced operations in September 2018, is jointly owned and controlled by the Company’s Managing Partner, Mr. Jack Waterstreet, Mr. Patrick Murley, Partner and Mr. William Dobbs III, Partner. Sky Island MSC Investment GP LP, Sky Island Capital I LP GP (together with any future general partner, “General Partner”) and is affiliated with Sky Island and is subject to the Advisers Act pursuant to Sky Island’s registration in accordance with SEC guidance.

Sky Island provides discretionary investment advisory and management services to its clients, which consist of investment funds privately offered to qualified investors, seeking capital appreciation through investments in lower/middle market manufacturing companies based in North America. Sky Island’s clients include the following, as well as future private funds (each a “Private Fund” and collectively, “Private Funds” or the “Funds”):

- Sky Island MSC Investment LP;
- Sky Island MSC Investment - A LP (collectively with Sky Island MSC Investment LP, “Sky Island MSC”);
- Sky Island Capital I LP (“Fund I”)
- Sky Island Capital Associates I LP,
- Sky Island Capital I SkyMark CIV LP; and
- Sky Island Capital I USA CIV LP

Each Private Fund is managed in accordance with the Private Fund’s investment objectives, strategies, restrictions and guidelines as disclosed in the relevant Governing Documents. Parallel and similarly managed funds generally invest side-by-side proportionate to their respective committed capital. From

time to time, restrictions and investment guidelines for the Private Funds may be altered or changed pursuant to terms individually negotiated with investors in separate agreements.

Sky Island or its affiliates may structure other investment vehicles, blocker corporations, or similar vehicles, to facilitate participation by certain investors in investment opportunities to accommodate legal, tax, regulatory or other similar considerations of such investors. In addition, Sky Island may in the future structure co-investment entities for co-investors to co-invest alongside the Fund in certain portfolio companies (“co-investment vehicles”).

Sky Island is responsible for evaluating and monitoring Private Fund investments and providing day-to-day managerial services to such Private Fund. Sky Island sources, structures and investments, monitors the performance of underlying portfolio companies and advises the Private Funds as to the disposition of investment holdings. Following a Private Fund’s investment in a portfolio company, one or more investment personnel will frequently serve on board of directors, board of managers, or support the management of such companies as an officer or in another capacity.

Since Sky Island does not provide individualized advice to investors. Investors should consider whether a particular Private Fund meets their investment objectives and risk tolerance prior to investing. Information about the investment strategy of each future Private Fund can be found in the Private Fund’s Governing Documents.

As of December 31, 2022, Sky Island had approximately \$292 million in assets under management on a discretionary basis.

## **Item 5: Fees and Compensation**

The following is a general description of fees, compensation, and expenses of the Private Funds. In the future, differences will exist from Private Fund to Private Fund, and certain Private Funds may not charge certain fees, compensation, or expenses that other funds charge. The Governing Documents of the Private Funds describe fees, compensation, and expenses in greater detail. Fees, compensation and expense provisions for co-investment vehicles or co-investors may differ from Private Funds pursuant to applicable governing documents for each such vehicle. Similar advisory services may be available from other investment advisers for higher, similar or lower fees.

### **Management Fee**

Sky Island or a General Partner will assess a Private Fund a management fee for advisory services provided to the Private Funds in accordance with their respective Governing Documents. Private Funds, with the exception of Sky Island MSC, Sky Island Capital Associates I LP, Sky Island Capital I SkyMark CIV LP, and Sky Island Capital I USA CIV LP, are expected to pay the Firm quarterly in advance a management fee of up to 2.0% of each limited partner’s committed capital during the Investment Period and 2% of invested capital after the Investment Period as defined in each partnership’s Governing Documents. For Sky Island MSC, the underlying portfolio company paid the Firm a one-time fixed management fee negotiated at the time of acquisition. For Sky Island MSC, the underlying portfolio company pays the Firm a fixed management fee negotiated at the time of acquisition.

### Management Fee Offset

To the extent specified in Fund Governing Documents, Sky Island or an affiliate or related person are permitted to receive fees, commissions and other compensation from portfolio companies and in relation to portfolio company transactions, subject to Management Fee offset provisions. Such fees may include director's fees, transaction fees, commitment fees, monitoring fees, break-up fees and success fees or other remuneration ("Fee Income"). Fund Management Fees generally will be reduced by the Fund's applicable portion of such Fee Income. To the extent permitted by applicable Fund Governing Documents, Fee Income received by Sky Island that is attributable to third-party investors or co-investment vehicles generally will not reduce the Management Fees payable by any Private Fund. Fee Income attributable to such investors will be retained by Sky Island or such investors may negotiate the right to share a portion of such fees from a particular investment. In addition, Sky Island and its affiliates may receive compensation for management and other services performed in connection with co-investment vehicles, which will not reduce the Management Fees payable by any Private Fund.

Certain Governing Documents permit the General Partner to waive or agree to a reduction of the Management Fee, and any waived or reduced portion of such Management Fee reduces the amount of capital contributions the General Partner would otherwise be required to contribute to the Private Fund. The General Partner reserves the right to treat any waived portion of a Management Fee installment as a deemed capital contribution in respect of the General Partner's commitment. Accordingly, the limited partners of the applicable Private Fund typically would, in such circumstances, be required to make a pro rata contribution according to their respective commitments to fund any contribution that would otherwise be required of the General Partner in connection with any such waiver or reduction as described above and, as a result, the exercise of such waiver may result in an acceleration of investor capital contributions. Waived or reduced Management Fees are not subject to the Management Fee offsets described above, and the amount of such waived or reduced Management Fees has the potential to be significant.

### Carried Interest

Subject to provisions in each Fund's Governing Documents, Sky Island or an affiliate of Sky Island generally is or may be entitled to receive an incentive distribution "Carried Interest" up to 20% of distributable proceeds, subject to limited partners receiving a return of all capital contributions and a preferred return (typically 8%). Fund investors may negotiate different Carried Interest arrangements in side letters or other agreements. Investors and prospective investors should refer to a Fund's Governing Documents for a detailed description of the Carried Interest and distribution provisions. Sky Island employees and affiliates generally are not subject to Carried Interest. For additional details about performance-based compensation, please refer to *Item 6 – Performance-Based Fees and Side-by-Side Management*.

### Organizational Expenses

The Private Funds reimburse Sky Island (or the General Partner) for the Private Funds' organizational and startup expenses, including legal, travel, accounting, filing, capital raising and other organizational

expenses. Additionally, the General Partner will bear the cost (through an offset against the Management Fee or otherwise) of any placement fees payable directly or indirectly to any placement agent in connection with the formation of the Private Funds.

### Other Expenses

In addition to the Management Fee, the Private Funds generally will pay, or reimburse the relevant General Partner for, all other fees, costs, expenses, liabilities, and obligations related to a Private Fund and/or its activities, business, portfolio companies, or actual or potential investments that are not reimbursed by portfolio companies, generally including all fees, costs, expenses, liabilities, and obligations relating or attributable to the Private Fund and its portfolio company or companies, including:

- Legal;
- Auditing;
- Consulting;
- Financing;
- Accounting and custodian fees and expenses;
- Expenses associated with the Private Funds' financial statements, tax returns and Schedule K-1s;
- Out-of-pocket expenses incurred in connection with due diligence related to a potential portfolio fund investment or transactions not consummated;
- Expenses for travel to portfolio funds' annual meetings;
- Insurance expenses and other expenses associated with the acquisition, holding and disposition of its investments, including extraordinary expenses (such as litigation, if any); and
- Any taxes, fees or other governmental charges levied against the Private Funds. Fees for each Private Funds are described in each partnership's offering documents.

### Co-Investments

Fees and compensation provisions will be negotiated for each co-investment vehicle or co-investor with the relevant investors. Co-investors typically bear or will bear their pro rata share of various fees, costs and expenses related to their co-investments and may be required to pay their pro rata share of fees, costs and expenses related to their potential co-investments that are not consummated, such as reverse breakup fees or broken deal costs. To the extent co-investors do not agree to or do not otherwise bear fees, costs and expenses related to unconsummated co-investments then such fees, costs and expenses will be borne by the Private Fund.

### Other Information

Sky Island generally has the right to exempt certain investors in the Private Funds from payment of all or a portion of Management Fees and/or Carried Interest. Any such exemption from fees and/or Carried Interest may be made by a direct exemption, a rebate, or through other funds which co-invest

with the relevant Private Fund. Sky Island has and may in the future enter into side letter arrangements with certain investors in a Private Fund providing such investors with different or preferential rights or terms, including but not limited to different fee structures.

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

As discussed above in Item 5, Sky Island or an affiliate of Sky Island is entitled to receive Carried Interest distributions based on the profits on distributions derived from the disposition of investments or securities after taking into account certain expenses of the Private Funds and a preferred returned allocated to each limited partner.

Although Carried Interest is a method of compensation that is generally used to align Sky Island's interests with those of its Private Funds' limited partners, it may also create an incentive for Sky Island, or by extension its investment professionals, to make more speculative investments. In addition, compensation in the form of Carried Interest could incentivize Sky Island to make different decisions regarding the timing and manner of the realization of its Private Funds' portfolio investments than would be the case if such Carried Interest were not part of its overall compensation structure.

The terms of a Private Fund's governing documents mitigate some conflicts associated with Carried Interest. For example, certain Fund documents contain: (i) the requirement that invested capital, a preferred return and expenses (including management fees) be returned to investors before the General Partners are entitled to receive any carried interest; (ii) the requirement that the General Partner and its affiliates will commit a certain amount of capital to the Fund, and (iii) "clawback" obligations of the General Partner upon dissolution of the Fund to return specified excess distributions.

Sky Island also seeks to address these conflicts through established policies and procedures (i) prohibiting or requiring mitigation or disclosure of conflicts; (ii) a process for careful vetting of investment opportunities by its investment professionals; and (iii) disclosure of investments to limited partners through capital call notices and periodic reports. Additionally, Sky Island's partners and certain investment professionals will often invest in or along-side the Private Funds intended to align the interests of Sky Island and those of the Private Funds.

Detailed information regarding the Carried Interest to be borne by the limited partners in each of the Private Funds is contained in the relevant Private Fund's offering documents. Investors should not consider an investment in a Private Fund without fully understanding the Private Fund's Carried Interest structure.

### Allocation of Investments

Sky Island or its affiliates have discretion to allocate investments in a portfolio company between the Fund and one or more co-investors, co-investment vehicles or alternative investment vehicles and to allocate co-investment opportunities subject to applicable provisions Fund Governing Documents. To the extent that any co-investment vehicle or individual co-investors negotiates different carried interest arrangements than the Fund or other co-investors, there could be an incentive to favor a Fund, co-investment vehicle or co-investor with higher potential carried interest allocations.



Sky Island is focused on managing conflicts of interest and monitoring the allocation of investment opportunities in these contexts and endeavors to resolve any conflict with respect to investment opportunities in a manner that it deems equitable under the facts and circumstances, consistent with its fiduciary duties. As appropriate, the Firm will work with a Private Fund's Advisory Committee (as defined below) to attempt to manage potential conflicts.

The role of the Advisory Committee is further described in Item 13. Investors should refer to the specific provisions of the Fund Governing Documents for more detailed discussion regarding the allocation of investment opportunities. See also Item 11.

### **Item 7: Types of Clients**

Sky Island provides investment advisory services to privately-offered pooled investment vehicles. For information on minimum commitment amounts, please see the related Private Fund's offering documents.

Investment in the Private Funds is limited to investors that meet certain financial sophistication requirements. Investors in the Private Funds must be (i) "accredited investors" within the meaning of Regulation D under the Securities Act of 1933, as amended, and (ii) "qualified purchasers" within the meaning of the Investment Company Act of 1940, as amended (the "1940 Act"). Certain Sky Island's employees who qualify as "knowledgeable employees" under Rule 3c-5 of the 1940 Act are also permitted to invest directly or indirectly in the Private Funds. Investors considering an investment in the Private Funds should consult with their own investment, tax and/or legal consultants prior to investing. Sky Island may waive such minimum investment amounts and qualification requirements in its discretion.

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

The objective of the Private Funds, excluding Sky Island MSC and any future single investment Private Funds, is to make investments in a diversified portfolio of lower/middle market manufacturing companies based in North America. By pursuing an opportunistic, theme-based approach, Sky Island retains the flexibility to target investment opportunities and assets that it believes offer attractive risk-adjusted returns. Within its identified investment themes focusing on manufacturing, Sky Island seeks potential investment opportunities for the Private Funds through a variety of sources and market relationships including industry professionals, brokers, operating partners, joint venture partners, consultants, and other professionals within the manufacturing sector.

#### **Risk of Loss**

**Investing in securities such as a Private Fund involves a high degree of risk and the potential for loss of investment that investors should understand and be prepared to bear. Investors must consider the risks and review the governing documents before investing in the Private Funds. Prospective investors are urged to consult their professional advisers before deciding to invest in the Private Funds. The list of risk factors below is not a complete enumeration or explanation of the risks involved in an investment through Sky Island or any of the Private Funds, co-investment or other investment vehicles it manages. Prospective investors are urged to consult their**

**professional advisers and review the Governing Documents of the particular Private Fund and the discussion of risks and conflicts therein carefully before deciding to invest. There can be no assurance a Fund will meet its investment objectives or successfully carry out its investment programs.**

### **Management of the Investment Operations**

There can be no assurance that Sky Island will be successful in achieving the Private Funds' investment objective or the strategies set forth herein. Past results of the principals or portfolio managers of Sky Island are not necessarily indicative of the future performance of the Private Funds. The nature of and risk associated with the Fund's future investments may differ substantially from those investments and strategies undertaken historically by the Sky Island team or any other person described herein. There can be no assurance that the Private Funds' objective will be achieved or that Investors will not lose money.

### **Dependence on Key Personnel**

The success of a Fund investment strategy is highly dependent on the financial and managerial expertise of the Sky Island team and other individuals employed by the Firm and its affiliates. Limited Partners have no opportunity to control the day-to-day operations, including investment and disposition decisions in most circumstances. Instead, investors rely entirely on key persons to manage the business of the Fund. There can be no assurance that the Sky Island team or the other key investment professionals will continue to be associated with or employed by Sky Island or its affiliates throughout the life of a Fund. The loss of one or more of these individuals could have a material adverse effect on the performance of the Fund. There is ever increasing competition among alternative asset managers, financial institutions, private equity firms, financial sponsors, investment managers and other industry participants for hiring and retaining qualified investment professionals. There can be no assurance that Sky Island personnel will not be solicited by and join competitors or other firms and/or that Sky Island will be able to hire and retain any new personnel that it seeks to maintain or add to its roster of investment professionals.

### **No Assurance of Profit or Distributions**

There is no assurance that the investments of the Private Funds, co-investments or other investment vehicles managed by Sky Island will be profitable or that any distribution will be made to Investors. Any return on investment to limited partners will depend upon successful investments being made by the Private Funds. The marketability and value of any such investment will depend upon many factors beyond the control of the Private Funds. The expenses of the Private Funds may exceed its income, and Investors are at risk of losing the entire amount of their contributed capital.

### **Illiquidity of Portfolio Investments**

The Private Funds' investments or investment portfolios are or are expected to primarily consist of investments in privately held manufacturing companies. The investments in such securities are highly illiquid because the market for the sale of such investments is limited, and the transferability of such investments is also generally restricted. There are no assurances that the Private Funds or private

companies will be able to liquidate a particular privately held asset at the time and upon the terms it desires.

## **Co-Investments**

Sky Island may make available an opportunity to co-invest in particular portfolio investments to strategic investors, lenders, limited partners, and/or other investors. As a general matter, the allocation of co-investment opportunities is entirely discretionary, and it is expected that many investors who may have expressed an interest in co-investment opportunities may receive a smaller amount of co-investment opportunities than the amount requested. Sky Island will take into account various facts and circumstances deemed relevant by Sky Island in allocating co-investment opportunities. The allocation of co-investment opportunities may involve a benefit to Sky Island including, without limitation, fees or carried interest, commitments to one or more Private Funds, and capital commitments to other Sky Island products. Sky Island is not required to offer such co-investment opportunities to all Investors and may select certain investors that it deems appropriate for co-investment opportunities. Co-investment opportunities may be made available through limited partnerships or other co-investment vehicles formed to make such investments. Sky Island will allocate available investment opportunities among the Funds, any co-investment vehicle and any third parties as it may in its sole discretion determine. Therefore, in the event that a co-investment is a successful investment, an Investor(s) that did not participate in such co-investment or co-investment vehicle will not participate in the profits of such investment upon a liquidity event of the underlying investment company or private fund. Sky Island has adopted policies and procedures to address co-investment opportunities, in an effort to offer co-investment opportunities to Investors and/or third parties, to which Sky Island believes may be suitable for co-investment opportunities.

In connection with, and in consideration of their participation in, the initial closing of Fund I, Sky Island granted certain preferential co-investment rights to those investors (the “First Close Investors”). If, in its sole and absolute discretion, Sky Island decides to offer the opportunity to co-invest with the Fund, the First Close Investors will be given a priority allocation to collectively invest an amount that has been agreed upon among the Fund and the First Close Investors. Any remaining amounts of the available allocation for the co-invest opportunity will then be offered to the limited partners, and if the limited partners choose not to invest in the opportunity, the First Close Investors will be provided with a right of first refusal of the remaining amount.

## **Nature of Direct Investments**

An investment in the Private Funds requires a long-term commitment with no certainty of return. There is most likely little or no near-term cash flow available to the Investors. Most of the Private Funds’ investments are highly illiquid, as the Private Funds generally acquire securities that cannot be sold except pursuant to a registration statement filed under the Securities Act or in a private placement or other transaction exempt from registration under the Securities Act. Accordingly, there can be no assurance that the Private Funds will be able to realize such investments in a timely manner. Distributions in kind of illiquid securities to the Investors may be made.

Losses on unsuccessful investments may be realized before gains on successful investments are realized. Private equity investments often involve equity investments in businesses undertaking a

significant amount of debt, thereby subjecting them to significant financial risks. Such investments are inherently more sensitive to declines in revenues, to increases in expenses and to other general economic conditions. In addition, the Private Funds may hold non-controlling interests in many of its portfolio companies, and therefore may have a limited ability to protect its position and interests in such portfolio companies. In addition, general economic or industry-specific conditions, which are not predictable, can have a material adverse impact of such investments.

A significant portion of the Fund's investments will be in equity or equity-related investments which, by their nature, involve business, financial, market and/or legal risks. While such investments offer the opportunity for significant capital gains, they also involve a high degree of risk that can result in substantial loss of principal. There can be no assurance that the Sky Island team and other key investment professionals will correctly evaluate the nature and magnitude of the various factors that could affect the value of such investments. A variety of other factors that are inherently difficult to predict, such as domestic or international economic and political developments, may significantly affect the results of the Fund's activities. As a result, the Fund's performance over a particular period may not necessarily be indicative of the results that may be expected in future periods.

### **Leveraged Investments**

Private Funds may make use of leverage by incurring or having a portfolio company incur debt to finance a portion of its investment in such portfolio company. Leverage generally magnifies both such Private Fund's opportunities for gain and its risk of loss from a particular investment. The cost and availability of leverage is highly dependent on the state of the broader credit markets (and such credit markets may be affected by regulatory restrictions and guidelines), which state is difficult to accurately forecast, and at times it may be difficult to obtain or maintain the desired degree of leverage. Leverage often imposes restrictive financial and operating covenants on a company, in addition to the burden of debt service, and may impair its ability to operate its business as desired and/or finance future operations and capital needs. The leveraged capital structure of portfolio companies will increase the exposure of a Private Fund's investments to any deterioration in a company's condition or industry, competitive pressures, an adverse economic environment or rising interest rates (which in recent years have been at or near historic lows) and could accelerate and magnify declines in the value of such Private Fund's investments in the leveraged portfolio companies in a down market. In the event any portfolio company cannot generate adequate cash flow to meet its debt service, a Private Fund may suffer a partial or total loss of capital invested in the portfolio company, which could adversely affect the returns of such Private Fund.

### **Subscription Lines**

A Private Fund may enter into a subscription line with one or more lenders in order to finance its operations (including the acquisition of the Private Fund's investments). Private Fund-level borrowing subjects limited partners to certain risks and costs. For example, because amounts borrowed under a subscription line typically are secured by pledges of the relevant General Partner's right to call capital from the limited partners, limited partners may be obligated to contribute capital on an accelerated basis if the Private Fund fails to repay the amounts borrowed under a subscription line or experiences an event of default thereunder. Moreover, any limited partner claim against the Private Fund would likely be subordinate to the Private Fund's obligations to a subscription line's creditors.

In addition, Private Fund -level borrowing will result in incremental Private Fund expenses that will be borne by investors. These expenses typically include interest on the amounts borrowed, unused commitment fees on the committed but unfunded portion of a subscription line, an upfront fee for establishing a subscription line, and other one-time and recurring fees and/or expenses, as well as legal fees relating to the establishment and negotiation of the terms of the borrowing facility. Because a subscription line's interest rate is based in part on the creditworthiness of the relevant Private Fund's limited partners and the terms of the Governing Documents, it may be higher than the interest rate a limited partner could obtain individually. To the extent a particular limited partner's cost of capital is lower than the Private Fund's cost of borrowing, Private Fund-level borrowing can negatively impact a limited partner's overall individual financial returns even if it increases the Private Fund's reported net returns in certain methods of calculation. Conflicts of interest have the potential to arise in that the use of Private Fund-level borrowing typically delays the need for limited partners to make contributions to a Private Fund, which in certain circumstances enhances the relevant Private Fund's internal rate of return calculations and thereby may be deemed to benefit the marketing efforts of the General Partner and its affiliates. Conflicts of interest also have the potential to arise to the extent that a subscription line is used to make an investment that is later sold in part to co-investors, as to the extent co-investors are not required to act as guarantors under the relevant facility or pay related costs or expenses, co-investors nevertheless stand to receive the benefit of the use of the subscription line and neither the relevant Private Fund nor investors generally will be compensated for providing the relevant guarantee(s) or being subject to the related costs, expenses and/or liabilities.

### **Economic and Market Risk**

Companies in which the underlying private equity funds or the Private Funds invest may be sensitive to general downward swings in the overall economy or in their specific industries or geographies. Factors affecting economic conditions, including, for example, inflation rates, currency devaluation, exchange rate fluctuations, industry conditions, competition, technological developments, domestic and worldwide political, military and diplomatic events and trends and innumerable other factors, none of which will be in the control of the Private Funds, can substantially and adversely affect the business and prospects of the Private Funds. A major recession or adverse developments in the securities market might have an impact on some or all of the Private Funds' investments. In addition, factors specific to a portfolio company may have an adverse effect on the Private Funds, the private equity fund's investment in such company.

### **Additional Economic and Market Risks**

A global pandemic, an epidemic affecting a geographic region where a Private Fund's investments are concentrated, and other large-scale human health crises may result in significant disruptions to the development or operations of the Private Funds' investments. The extent of delays, increased costs (including potential financing penalties as a result of delays), losses in operating income and defaults by borrowers in connection with a global pandemic, an epidemic affecting a geographic region and other large-scale human health crises will be a function of the severity of the event, the nature and scope of governmental responses to such event, the impact of the event on the workforce employed by the Private Funds' portfolio companies, and the total amount of exposure in the affected area. To the extent the Private Funds' portfolio companies are geographically concentrated, a regional epidemic particularly affecting this geographic region may have a materially adverse effect on the Private

Fund's financial condition and business operations. Further, to the extent the Private Funds' portfolio companies are specifically affected by or exposed to (or perceived to be affected by or exposed to) the occurrence of a contagious disease or illness, this may adversely impact sales and operations for the affected portfolio company. In addition, pandemics, epidemics and other human health crises could have negative impacts on the Private Funds' investments outside of the areas directly affected. To the extent that a disruptive health event adversely impacts global manufacturing and supply chains for components and systems integrated into the operations of the Private Funds' portfolio companies or the operations of the customers or business partners of a portfolio company, such an event could have a significant adverse effect on the Private Fund in other jurisdictions not otherwise directly affected. Any decrease in business activity at any portfolio company could have a material negative impact on overall returns to investors.

For example, COVID-19, which first surfaced in Wuhan, China, in 2019, has emerged as a significant public health crisis throughout China, Europe, the United States and other countries throughout the world. Due to the spread of COVID-19, there has been a substantial curtailment of travel, as well as significant suspensions of business activities in affected countries. As a result of responsive and preventative measures undertaken by governments around the world, including travel restrictions, quarantines, restrictions on construction activity and other emergency public safety measures, the Private Funds' portfolio companies may be directly or indirectly affected, particularly to the extent that they rely upon manufacturers, suppliers or other organizations located in significantly impacted areas. Such government measures and resultant supply chain disruptions may subject the Private Funds' investments to disruptions and defaults. These measures, though temporary in nature, may continue and increase depending on developments in the virus' outbreak, and similar measures may be undertaken in other jurisdictions where COVID-19 cases arise.

### **Public Health Emergencies**

Any public health emergency, including any outbreak of COVID-19, SARS, H1N1/09 flu, avian flu, other coronavirus, Ebola or other existing or new epidemic diseases, or the threat thereof, could have a significant adverse impact on a Fund and its portfolio companies and could adversely affect a Fund's ability to fulfill its investment objectives.

The extent of the impact of any public health emergency on a Fund and its Portfolio Companies' operational and financial performance will depend on many factors, including the duration and scope of such public health emergency, the extent of any related travel advisories and restrictions implemented, the impact of such public health emergency on overall supply and demand, goods and services, investor liquidity, consumer confidence and levels of economic activity and the extent of its disruption to important global, regional and local supply chains and economic markets, all of which are highly uncertain and cannot be predicted. The effects of a public health emergency may materially and adversely impact the value and performance of a Fund's Portfolio Companies, a Fund's ability to source, manage and divest investments and a Fund's ability to achieve its investment objectives, all of which could result in significant losses to a Fund. In addition, the operations of a Fund, its Portfolio Companies, the General Partner, and Sky Island may be significantly impacted, or even temporarily or permanently halted, as a result of government quarantine measures, voluntary and precautionary restrictions on travel or meetings and other factors related to a public health emergency, including its potential adverse impact on the health of any such entity's personnel.

## **Lack of Liquidity of a Private Fund Interest**

Prospective investors should be aware of the long-term nature of their investment. There is not now nor will there be a public market for the Interests. An Investor's interest in a Fund may not be assigned, transferred or encumbered without the permission of the General Partner. Accordingly, an Investor may not be able to liquidate its investment. Fund interests will not be registered under the Securities Act, or under the various "Blue Sky" or securities laws of the state or jurisdiction of residence of any Investor.

## **Consequences of Default**

If an Investor fails to pay in full any requested capital contributions, the General Partner may take certain actions which may result in a sale of such Investor's Interest or a forfeiture of all or a portion of such Investor's Interest. Additionally, the General Partner may pursue any available legal remedies, with the expenses of collection of the unpaid amount, including attorneys' fees, to be paid by such defaulting Investor. A defaulting Investor will be responsible for interest charges and default charges imposed by an underlying fund that arise from or relate to such Investor's failure to pay requested capital contributions. The General Partner will be granted additional powers to deal with defaulting Investors as described in the Private Funds' Limited Partnership Agreements or other governing documents.

## **Information Technology, Electronic Communications & Cybersecurity Risk**

The Firm, the Funds, portfolio companies and service providers depend on information technology systems and, notwithstanding the diligence that the Firm or its affiliates may perform on service providers, it may not be able to verify the risks or reliability of such information technology systems. The Firm, the Funds and its respective affiliates and service providers are subject to risks associated with a breach in cybersecurity. "Cybersecurity" is a generic term used to describe the technology, processes and practices designed to protect networks, systems, computers, programs and data from both intentional cyber-attacks and hacking by other computer users as well as unintentional damage or interruption that, in either case, can result in damage and disruption to hardware and software systems, loss or corruption of data, and/or misappropriation of confidential information. The Firm, its affiliates and its information and technology systems are vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. Although the Firm has implemented various measures to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, the Firm or an affiliate may have to make a significant investment to fix or replace them. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in the Firm's, a Fund's or any of the Firm's respective affiliates' operations and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to Investors (and the beneficial owners of Investors). Such a failure could harm the Firm's or its affiliates' reputation, subject any such entity and their respective affiliates to legal claims and otherwise affect its business and financial performance. Such damage or interruptions to

information technology systems may cause losses to a Funds or individual Investors by interfering with the operations of the Firm and its affiliates (or service providers).

A Fund may also incur substantial costs as the result of a cybersecurity breach, including those associated with forensic analysis of the origin and scope of the breach, increased and upgraded cybersecurity, identity theft, unauthorized use of proprietary information, litigation, adverse Investor reaction, the dissemination of confidential and proprietary information and reputational damage. Any such breach could expose the Firm, a Fund, and Firm's respective affiliates to civil, legal or regulatory liability as well as regulatory inquiry and/or action, and a Fund may be required to indemnify the Firm and its affiliates against any losses incurred in connection therewith. Cybersecurity issues and risks are currently a major focus area of the SEC and other regulatory authorities and could trigger additional regulatory scrutiny and additional cost.

### **Material Non-Public Information; Other Regulatory Restrictions**

As a result of the operations of Sky Island and its affiliates, as well as in connection with officer roles or board positions of Sky Island personnel, Sky Island may come into possession of confidential or material non-public information. Therefore, Sky Island and its affiliates may have access to material, non-public information that may be relevant to an investment decision to be made by a Private Fund. Consequently, a Private Fund may be restricted from initiating a transaction or selling an investment which, if such information had not been known to it, may have been undertaken on account of applicable securities laws or Sky Island's internal policies. Similarly, anti-money laundering, anti-boycott and economic and trade sanction laws and regulations in the United States and other jurisdictions may prevent Sky Island or the Private Funds from entering into transactions with certain individuals or jurisdictions. The United States Department of the Treasury's Office of Foreign Assets Control ("OFAC") and other governmental bodies administer and enforce laws, regulations and other pronouncements that establish economic and trade sanctions on behalf of the United States. Among other things, these sanctions may prohibit transactions with or the provision of services to, certain individuals or portfolio companies owned or operated by such persons or located in jurisdictions identified from time to time by OFAC. Additionally, antitrust laws in the United States and other jurisdictions give broad discretion to the U.S. Federal Trade Commission, the United States Department of Justice and other U.S. and non-U.S. regulators and governmental bodies to challenge, impose conditions on, or reject certain transactions. In certain circumstances, antitrust restrictions relating to one Private Fund's acquisition of a portfolio company may preclude other Private Funds from making an attractive acquisition or require one or more other Private Funds to sell all or a portion of certain portfolio companies owned by them.

The Funds rely on various exemptions from federal and state statutes and rules, such as the U.S. Employee Retirement Income Security Act of 1974, as amended, the Investment Company Act, the Securities Act and the Commodities Exchange Act, to operate without having to register under such statutes and rules. Loss of any such exemption, or a change in these or any other rules and regulations, such as those promulgated under the Advisers Act and the U.S. Internal Revenue Code, could impact a Fund's ability to continue to operate as it currently does.

The SEC has intensified its focus on private fund advisers and periodically examines advisers to assess their compliance with Advisers Act requirements. Any examination findings of the SEC staff may



impose new costs or require changes in the Firm's current or planned business operations. The Firm's failure to comply with the Advisers Act or other regulatory requirements could lead to, among other remedies, administrative enforcement actions and legal proceedings.

### **Data Protection Laws and Regulations**

Data protection and regulations related to privacy, data protection and information security could increase costs, and a failure to comply could result in fines, sanctions or other penalties, which could materially and adversely affect the results of operations of a Portfolio Company. Sky Island, a Fund's General Partner, a Fund and/or its Portfolio Companies are subject to regulations relating to data protection, privacy and information security in the jurisdictions in which they do business (collectively, "Privacy Laws"). As Privacy Laws are enacted, implemented, interpreted and applied, compliance costs for the Manager, the General Partner, the Fund and/or its Portfolio Companies are likely to increase and may require the dedication of additional time and resources, particularly in the context of ensuring that adequate data protection and data transfer mechanisms are in place.

### **Risks Relating to Retirement Plans and Arrangements**

The Funds may accept subscriptions from certain investors using the assets of retirement plans and arrangements, including those subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA") or other applicable U.S. federal, state, local and non-U.S. laws. While the Funds do not intend to hold "plan assets" of such investors, if the Fund was deemed to hold "plan assets" subject to ERISA or similar laws such status could have significant adverse effects on a Fund and could adversely impact any investor, whether or not such investor is subject to ERISA or any similar law. Every prospective investor should carefully consider such risks, in consultation with its counsel and other advisors, before determining whether to invest in a Fund.

### **Force Majeure**

Portfolio investments may be affected by force majeure events (i.e., events beyond the control of the party claiming that the event has occurred, including, without limitation, acts of God, fire, flood, earthquakes, outbreaks of an infectious disease, pandemic or any other serious public health concern, war, terrorism, labor strikes, major plant breakdowns, pipeline or electricity line ruptures, failure of technology, defective design and construction, accidents, demographic changes, government macroeconomic policies, social instability, etc.). Some force majeure events may adversely affect the ability of a party (including a portfolio company or a counterparty to a partnership managed by Sky Island Fund or a portfolio company) to perform its obligations until it is able to remedy the force majeure event. In addition, forced events, such as the cessation of the operation of machinery for repair or upgrade, could similarly lead to the unavailability of essential machinery and technologies. These risks could, among other effects, adversely impact the cash flows available from a portfolio company, cause personal injury or loss of life, damage property, or instigate disruptions of service. In addition, the cost to a portfolio company or a partnership managed by Sky Island Fund of repairing or replacing damaged assets resulting from such force majeure event could be considerable. Force majeure events that are incapable of or are too costly to cure may have a permanent adverse effect on a portfolio company. Certain force majeure events (such as war or an outbreak of an infectious disease) could

have a broader negative impact on the world economy and international business activity generally, or in any of the countries in which Sky Island partnerships may invest.

The Firm, the Funds and portfolio companies may be subject to operational risk from unforeseeable and uncontrollable catastrophic events, including fires, floods, earthquakes, adverse weather conditions and related power outages, water shortages or other damage caused by such events, changes in law, eminent domain, wars, riots, terrorist attacks, and other similar risks, which may be uninsurable or insurable at rates that the Firm deems uneconomic. These events could result in loss and litigation, among other potentially detrimental effects. Certain force majeure events (such as an outbreak of an infectious disease (including the COVID-19 global pandemic)) could have a broader negative impact on the world economy and international business activity generally. In February 2022, armed conflict escalated between Russia and Ukraine and Russia invaded Ukraine. In response to Russia's invasion of Ukraine, the United States, the European Union and various other countries have announced, and continue to announce and expand, sanctions against or targeting Russia and various important Russian people and companies. These sanctions currently include, among others, restrictions or bans on selling or importing goods, services or technology in or from Russia, bans on Russian energy imports, and travel bans and asset freezes impacting connected individuals and political, military, business and financial organizations in Russia. The U.S. and other countries could impose wider or more significant sanctions and take other actions against Russia or its interests should the conflict further escalate or deteriorate. The Ukraine-Russian conflict has led to, and may continue to lead to, significant political, geopolitical, economic and market turmoil and volatility, including dramatic increases in oil and gas prices and further supply chain disruptions. It is not possible to predict the broader consequences of this conflict or the sanctions imposed or applied as a result thereof, which could include further sanctions, embargoes, regional instability, geopolitical shifts, conflicts and adverse effects on macroeconomic conditions, currency exchange rates and financial markets, all of which could impact the Funds' or any portfolio investment's business, financial condition and results of operations.

### **Financial Institution Risk; Distress Events**

An investment in the Fund is subject to the risk that banks, brokers, hedging counterparties, lenders or other custodians (each, a "Financial Institution") of some or all of the Fund's assets fail to timely perform their obligations or experience insolvency, closure, receivership or other financial distress or difficulty (each, a "Distress Event"). Distress Events can be caused by factors including eroding market sentiment, significant withdrawals, fraud, malfeasance, poor performance or accounting irregularities. In the event a Financial Institution experiences a Distress Event, the Firm, the Fund may not be able to access deposits, borrowing facilities or other services, either permanently or for an extended period of time. Although assets held by regulated Financial Institutions in the United States frequently are insured up to stated balance amounts by organizations such as the Federal Deposit Insurance Corporation ("FDIC"), in the case of banks, or the Securities Investor Protection Corporation ("SIPC"), in the case of certain broker-dealers, amounts in excess of the relevant insurance are subject to risk of total loss, and any non-U.S. Financial Institutions that are not subject to similar regimes pose increased risk of loss. While in recent years governmental intervention has often resulted in additional protections for depositors and counterparties during Distress Events, there can be no assurance that such intervention will occur in a future Distress Event or that any such intervention undertaken will be successful or avoid the risks of loss, substantial delays or negative impact on banking or brokerage conditions or markets.

Any Distress Event has a potentially adverse effect on the ability of the Firm to manage the Fund and its investments and on the ability of the Firm, the Fund and portfolio companies to maintain operations, which in each case could result in significant losses. Such losses have the potential to include a loss of funds and the inability of Fund to acquire or dispose of investments or acquire or dispose of such investments at prices that the Firm believes reflect the fair value of such investments. If a Distress Event leads to a loss of access to a Financial Institution's services, it is also possible that the Fund will incur additional expenses or delays in putting in place alternative arrangements or that such alternative arrangements will be less favorable than those formerly in place (with respect to economic terms, service levels, access to capital or otherwise). Although the Firm expects to exercise contractual remedies under agreements with Financial Institutions in the event of a Distress Event, there can be no assurance that such remedies will be successful or avoid losses or delays. The Fund is subject to similar risks if a Financial Institution utilized by Investors in the Fund or by suppliers, vendors, service providers or other counterparties of the Fund becomes subject to a Distress Event, which could have a material adverse effect on the Fund.

A Financial Institution may require, as a condition to using its services (including lending services), that the Firm, the Fund maintain all or a set amount or percentage of their respective accounts or assets with the Financial Institution, which heightens the risks associated with a Distress Event with respect to such Financial Institution. Although the Firm seeks to do business with Financial Institutions that it believes are creditworthy and capable of fulfilling their obligations to the Fund, the Firm is under no obligation to use a minimum number of Financial Institutions with respect to any Fund or to maintain account balances at or below the relevant insured amounts.

#### **Item 9: Disciplinary Information**

Sky Island and its employees have not been involved in any legal or disciplinary events in the past 10 years that would be material to a client's evaluation of the company or its personnel.

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

As previously noted, an affiliate of Sky Island serves as the General Partner of the Sky Island MSC, Sky Island Capital I LP, Sky Island Capital Associates I LP, Sky Island Capital I Sky Mark CIV LP and Sky Island Capital I USA CIV LP.

Neither the Firm, any affiliate, nor any management person is registered, or has an application pending to register as a securities broker-dealer, a registered representative of a broker-dealer, a futures commission merchant, commodity pool operator or commodity trading advisor.

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

Sky Island has adopted a formal compliance code of conduct ("Code of Ethics") that includes a securities trading code of ethics, insider trading policies and procedures, and procedures to address "pay to play" rules and regulations. Among other things, the code of conduct requires that employees act with integrity, place the interests of clients above their own, and comply with applicable provisions of laws. The policies also require employees to pre-clear certain personal securities transactions, report

personal securities transactions on at least a quarterly basis, and provide Sky Island with a detailed summary of certain holdings annually. Sky Island reviews its compliance systems and procedures with experienced compliance consultants. The Code of Ethics sets forth the fiduciary standards of business conduct Sky Island requires all of its “supervised persons” to adhere to and addresses conflicts that may arise from personal trading conducted by Sky Island’s “access persons.”

The investment professionals of Sky Island may invest in or alongside the Private Funds. As such, the investment professionals of Sky Island invest in transactions made by the Private Funds. While investments by related persons and investment professionals of Sky Island are intended to align interests of Sky Island and its related persons with those of the Private Funds, such investments may create conflicts (for example, in a diverse group of investors, including the investment professionals, with conflicting tax or other interests, decisions may be made that are more beneficial to one type of investor). Generally, investments and divestures are made on the same economic terms at the investment level for all partners of the Private Funds, including for Sky Island’s related persons.

Sky Island and its related entities engage in a broad range of advisory and non-advisory activities. Sky Island will devote such time, personnel and internal resources as are necessary to conduct the business affairs of the Private Funds in an appropriate manner, as required by the relevant Governing Documents, although the Private Funds and their respective investments will place varying levels of demand on these over time. In the ordinary course of Sky Island conducting its activities, the interests of a Private Fund may conflict with the interests of Sky Island, one or more other Private Funds, portfolio companies or their respective affiliates. As a general matter, Sky Island will determine all matters relating to structuring transactions and Private Fund operations using its reasonable judgment considering all factors it deems relevant, but in its sole discretion, subject in certain cases to the required approvals by limited partners or the advisory committees of the participating Private Funds.

In certain cases, Sky Island will have opportunity (but, subject to any applicable restrictions or procedures in the relevant Governing Documents, no obligation) to identify one or more secondary transferees of interests in a Private Fund. In such cases, Sky Island will use its discretion to select such transferees based on suitability and other factors, and unless required by the relevant Governing Documents, will determine in its sole discretion whether the opportunity to receive a transfer of Fund interests should be offered to one or more existing Private Fund investors.

As a result of the Private Funds’ controlling interests in portfolio companies, Sky Island and/or its affiliates typically have the right to appoint portfolio company board members (including current or former Sky Island personnel or persons serving at their request), or to influence their appointment, and to determine or influence a determination of their compensation. From time to time, portfolio company board members approve compensation and/or other amounts payable to Sky Island and/or its affiliates. Unless such amounts are subject to the Governing Documents’ offset provisions, if any, they will be in addition to any management fees or carried interest paid by a Private Fund to Sky Island. In addition, because certain expenses are paid for by a Private Fund and/or its portfolio companies or, if incurred by Sky Island, are reimbursed by a Private Fund and/or its portfolio companies, Sky Island may not necessarily seek out the lowest cost options when incurring (or causing a Private Fund or its portfolio companies to incur) such expenses.

Additionally, a portfolio company typically will reimburse Sky Island or service providers retained at Sky Island’s discretion for expenses (including without limitation travel expenses) incurred by Sky

Island or such service providers in connection with its performance of services for such portfolio company. This subjects Sky Island and its affiliates to conflicts of interest because the Private Funds generally do not have an interest or share in these reimbursements, and the amount of such reimbursements over time is expected to be substantial. Sky Island determines the amount of these reimbursements for such services in its own discretion, subject to its internal reimbursement policies and practices. Although the amount of individual reimbursements typically is not disclosed to investors in any Private Fund, their effect is reflected in each Private Fund's audited financial statements, and any fee paid or expense reimbursed to Sky Island or such service providers generally is subject to: agreements with sellers, buyers and management teams; the review and supervision of the board of directors of or lenders to portfolio companies; and/or third party co-investors in its transactions. These factors help to mitigate related potential conflicts of interest.

A copy of Sky Island's Code of Ethics is available to any client or prospective client upon request. Please contact Sky Island's CCO at [brittany@skyislandcap.com](mailto:brittany@skyislandcap.com).

#### **Item 12: Brokerage Practices**

Being an adviser to private equity funds, Sky Island does not make investments in securities listed on national exchanges. While Sky Island primarily makes investments directly with private issuers or through private partnerships, there may be situations where Sky Island places a trade(s) through a broker, particularly if there has been a liquidity event in a portfolio holding. In such circumstances, Sky Island will seek "best execution" in light of the circumstances involved in transactions. In selecting a broker for any transaction, Sky Island may consider a number of factors, including, for example, broker's reputation, net price or spread, financial strength and stability, market access, efficiency of execution and error resolution, and the size of the transaction. Sky Island will not be obligated to obtain the lowest commission or best net price for a client on any particular transaction.

In certain instances, investment opportunities identified by Sky Island may be limited in terms of the capacity to invest. Typically, limited investment opportunities will be allocated at the discretion of Sky Island between the Private Funds. While Sky Island will seek to allocate these opportunities across all clients in a fair and equitable manner, the ultimate allocation will be determined by the underlying managers.

#### **Item 13: Review of Accounts**

All Private Funds managed by Sky Island are reviewed on at least a quarterly basis by the partners. The investments made by the Private Funds are generally private, illiquid and long-term in nature. Accordingly, the review process is not directed toward a short-term decision to dispose of securities. The investments are periodically reviewed to confirm that each Private Fund is managed in accordance with its stated objectives.

Sky Island generally will provide limited partners quarterly statements and audited financial statements annually.

In accordance with certain Funds' Governing Documents, the Fund's advisory committee ("Advisory Committee") provides counsel and advice as requested by the General Partner and in connection with

conflicts of interest and other matters specified in such Governing Documents, of which the Advisory Committee is authorized to approve on behalf of the Fund's limited partners. For example, the General Partner is authorized to notify and seek the Advisory Committee's approval on material conflicts of interest and other issues including (i) approvals required under Section 206(3) of the Advisers Act or (ii) any consent to a transaction that would result in any "assignment" (within the meaning of the Advisers Act).

#### **Item 14: Client Referrals and Other Compensation**

Sky Island does not currently pay third parties a fee or compensation for the referral of a client or Investor to Sky Island.

Sky Island typically engages third-party placement agents to solicit prospective investors to invest in the Private Funds. With respect to Fund I, Sky Island retained Metric Point Capital, LLC to solicit commitments from certain investors in exchange for a placement fee calculated as a specified percentage of the commitments from such investors it successfully has referred. The fees payable to such placement agents, if any as applicable, generally will be borne by Sky Island directly or indirectly through an offset against the applicable Management Fee under the Governing Documents, although related expenses incurred pursuant to the placement agent or similar agreement, including but not limited to placement agent travel, meal and entertainment expenses, typically are borne by the relevant Private Fund.

#### **Item 15: Custody**

Private Fund assets, including' cash, cash equivalents and, generally, certificated securities are held by unaffiliated, qualified custodians. Sky Island is deemed to have custody of the Private Fund assets because the General Partner can access the Private Funds' assets. In compliance with the Advisers Act, Sky Island has arranged for an annual audit of the Private Funds which is performed in accordance with U.S. generally accepted accounting principles (GAAP) by an auditor that is registered with, and subject to inspection by, the Public Company Accounting Oversight Board (PCAOB). Sky Island expects to provide limited partners audited financial statements.

Sky Island may also establish co-investment vehicles or special purpose vehicles (collectively "SPVs") to invest in a particular investment side-by-side with one or more of the Private Funds. If any investor(s) in such SPV is not an investor in a Private Fund related to the SPV, Sky Island will ensure such SPV is (i) audited at least annually as described above and (ii) such audited financial statements are distributed to all investors in such SPVs.

#### **Item 16: Investment Discretion**

Sky Island serves as the investment adviser with discretionary authority to implement investment decisions on behalf of the Private Funds. Sky Island's investment decisions and advice with respect to the Private Funds is subject to the applicable limited partnership agreements and any side letters that it executes with investors.

**Item 17: Voting Client Securities**

In the event the Private Funds hold equity positions or other positions that may solicit proxies, it is Sky Island's policy to review the proxies to determine whether a vote is material to shareholder value and in the best interest of the Private Funds. When a vote is deemed material to shareholder value, it is Sky Island's policy to vote in a manner which it believes will increase shareholder value the most or decrease shareholder value the least. Sky Island may abstain from voting if it deems that abstinence is in the Private Funds' best interests or when Sky Island has determined that the vote is immaterial to the value of the securities held by the Private Funds.

Current investors may request a copy of Sky Island's full proxy voting policies and procedures and record. Please contact Sky Island's CCO at [brittany@skyislandcap.com](mailto:brittany@skyislandcap.com).

**Item 18: Financial Information**

Sky Island has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to provide investment advisory services to the Company.