



## Ecofin Advisors, LLC

### Disclosure Brochure

**March 30, 2023**

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

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

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

This Disclosure Brochure is neither an offer to sell nor a solicitation of an offer to buy shares of interests of any of the investment companies managed by Ecofin Advisors, LLC. An offer of interests in such funds can be made only through the prospectus confidential offering documents of the relevant fund, and only in jurisdictions where such offer is lawful.

## **Item 2. Material Changes**

Since the last annual update of our Disclosure Brochure on March 30, 2022, we updated Item 8. to reflect the removal of the Global Water Strategy, Item 14. to reflect changes made due to the amended marketing rule and made other changes to strategy names. We made other non-material additions, changes and clarifications throughout.

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

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

# Disclosure Brochure • March 30, 2023

## Table of Contents

---

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

#### Item 4. Advisory Business

Ecofin Advisors, LLC (“Ecofin,” “we,” “us”) was founded in 2020. Ecofin is indirectly controlled by Lovell Minnick Partners LLC (“Lovell Minnick”) and is an indirectly wholly owned subsidiary of TortoiseEcofin Investments LLC (“TortoiseEcofin Investments”); TortoiseEcofin Investments indirectly holds multiple wholly owned essential asset-focused SEC registered investment advisers. A vehicle formed by Lovell Minnick and owned by certain private funds sponsored by Lovell Minnick and a group of institutional co-investors owns a controlling interest in TortoiseEcofin Investments. Certain employees in the TortoiseEcofin Investments complex, including substantially all of our Managing Directors and an independent board member of TortoiseEcofin Investments own the remaining interests in TortoiseEcofin Investments. Our day-to-day business is managed by senior management.

We provide investment management services to individual and institutional investors and pooled investment vehicles. Our investment advice is generally limited to investments in sustainable infrastructure such as renewable infrastructure (e.g., solar, wind, battery storage, waste-to-energy, waste to value, hydroelectric and micro grid), water and wastewater, economic and social impact and other essential asset companies. With an intention to generate strong risk-adjusted investment returns as well as a positive impact on the environment, society and our communities.

Our private renewables investments will generally be North American focused through privately negotiated acquisitions and debt financings in support of long-life sustainable assets with negotiated off-take contracts for project production or long-term power purchase agreements or comparable contracts with investment-grade quality counterparties, including utilities, municipalities, universities, schools, hospitals, foundations, corporations and others. Our infrastructure investments are generally in renewable energy, waste-to-energy and waste-to-value projects.

Typical PPA structural features includes:

- Long-term power purchase agreements (PPAs) primarily with investment-grade quality purchasers. Power purchasers include creditworthy utilities, municipalities, universities, schools, hospitals, corporations and consumers
  - PPAs typically require that all electricity generated by the project is purchased at a fixed price over the contract term
  - Typical tenure of fixed-price PPAs is 10 - 20+ years
  - Creates a generally stable, predictable revenue stream

- Some PPAs have annual price escalators to provide for inflation protection
- Minimizes commodity price risk and market demand risk
- Legally binding contract with no termination for convenience clauses without substantial early termination fees
- System construction is performed by experienced contractors that bear the risk of cost overruns, resulting in low construction risk
- Renewable energy projects generally have low operating risk by using proven technology backed by long-term warranties

These structural features seek to mitigate revenue risk. Additionally, we seek to mitigate resource, construction, and operating risk by engaging third-party engineering firms to perform independent resource analyses, engaging experienced, specialist construction firms and engaging regularly with experienced operators and assessing operations on an ongoing basis.

For our strategies focused on private companies or direct investments, we provide advice on directly and indirectly originated equity and debt on a primary basis and secondary market purchases. Additionally, we may invest in common equity, preferred equity and other types of structured equity and structured debt instruments at the corporate or asset level through control investments, minority and/or co-investments, including in private companies. Investments may be acquired through a variety of structures, including special purpose vehicles or other vehicles that hold or invest in power purchase agreements. Such investments will typically be structured as equity investments or partnership interests, but we may also invest through debt instruments or other structures.

Our private credit investments generally include assets and services that accommodate essential services related to education, healthcare, housing, industrial infrastructure, human service providers and social services, sustainable energy and project finance. We also provide advice on investments in direct lending investment strategies that utilize fixed income securities and other instruments such as corporate commercial paper and other money market or short-term debt instruments, corporate debt securities, privately placed Regulation S and Rule 144A securities, municipal securities, preferred stock and capital securities, U.S. government securities, obligations of foreign governments or their subdivisions, agencies and instrumentalities, obligations of foreign corporate issuers, bank loans, loan participations and assignments, repurchase agreements and reverse repurchase agreements, structured notes, unrated securities, mortgage-backed securities and other structured products, such as collateralized debt obligations (CDOs), collateralized loan obligations (CLOs), real estate mortgage investment conduits (REMICs), collateralized mortgage obligations (CMOs), interest only and principal only

securities, agency and non-agency mortgage backed securities (MBS), commercial mortgage backed securities (CMBS), asset-backed securities (ABS), variable-rate demand notes (VRDNs) and commercial paper.

We serve as investment adviser to private funds and as a sub-adviser to an interval fund. These funds are invested in private credit assets. In addition, we serve as investment adviser to a London Stock Exchange listed investment trust domiciled in England and Wales focused on renewable energy and sustainable infrastructure assets. We serve as a sub-adviser to an open-end fund. This fund is invested in sustainable global water. An affiliated registered investment adviser serves as adviser to the interval and open-end fund for which we act as investment sub-adviser,

For separately managed account client strategies, we manage client accounts to specific investment guidelines. Although clients typically grant full discretion with respect to security selection, clients may impose reasonable restrictions on investing in certain securities or types of securities.

We may also provide non-discretionary due diligence advisory services to institutional clients who do not have Client Agreements in place with us.

As of February 28, 2023, we managed approximately \$520,381,000 of client assets on a discretionary basis and \$5,471,000 of client assets on a non-discretionary basis.

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

### *Separately Managed Accounts, Private Funds and Other*

Our annual advisory fees for separately managed accounts and certain other client accounts generally range up to 1.25% of assets under management in the client account depending on the strategy. Our annual investment management fees for private funds generally range up to 1.25% of assets under management. Fees for private sustainable infrastructure accounts are typically billed based on project size. Fees are negotiable based upon the size of the account, relationship and/or the nature and level of services we provide. We may aggregate certain related client relationships to determine applicable fee rates. The fees are based upon the aggregate fair value of the client's portfolio as defined in our agreement with the client ("Client Agreement").

We also may on occasion charge accounts a performance-based fee. Currently, we have a separately managed account that is also charged a performance-based fee.

The specific manner in which we charge fees is established in the Client Agreement. We generally are compensated on a quarterly basis in arrears, although in certain cases we are paid monthly in arrears. Clients may elect to be invoiced directly for fees or authorize us to directly withdraw fees

from their custodial account. We charge a prorated fee to accounts initiated or terminated during the applicable period. Typically, management fees are prorated for separately managed account contributions and withdrawals made during the applicable period (with the exception of de minimis contributions and withdrawals). Except as otherwise provided in a Client Agreement, upon termination of any account, any earned, unpaid fees will be due and payable, and any pre-paid unearned fees will be refunded to the client in a timely manner.

Clients may also incur charges imposed directly by the custodian of the client's account and fees and expenses imposed directly by any registered funds held in or for the client's account. Clients will incur transaction charges imposed by the broker-dealer executing securities transactions for the client's account. For further discussion concerning our brokerage practices, please see Item 12 of this Disclosure Brochure. All management fees paid to us are separate and distinct from the fees and expenses charged directly by the client's custodian, the broker-dealer and registered funds. Private fund clients will bear all of their fees and expenses including, without limitation, audit fees, legal fees, insurance, fund accounting, custody and brokerage costs. The fees and expenses imposed by registered funds are described in each fund's prospectus, and will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. We generally do not invest in registered funds for clients. Uninvested cash in a separately managed account client's account may be swept into a money market fund by the client's custodian at the client's discretion. The client should review both the fees charged by the funds and the fees we charge to fully understand the total amount of fees to be paid by the client and to evaluate the investment management services being provided. We will not receive any portion of these third-party commissions, fees, and costs.

In connection with our private renewables strategy, we may receive fees related to the sourcing and structuring of investments, including upfront transaction fees and other similarly intended fee arrangements, which are calculated and paid in accordance with the Client Agreements. We may also receive fees related to due diligence of investments.

Our fees may be higher than fees charged by other advisers providing similar services. We only charge performance-based fees consistent with Securities and Exchange Commission ("SEC") and Financial Industry Regulatory Authority ("FINRA") rules and regulations, including Rule 205-3 under the Investment Advisers Act of 1940 ("Advisers Act").

An affiliated broker-dealer acts as a placement agent for certain of the private funds we manage, and markets the private funds, and receives compensation from us. In

addition, certain employees of an affiliate, in their role as registered representatives of the affiliated broker-dealer, receive compensation from the affiliated broker-dealer for the sale and marketing of funds that we or an affiliate manages. This presents a conflict of interest and gives the affiliated broker-dealer and these employees an incentive to recommend investment products based on the compensation received, rather than on a client's or investor's needs. In addition, certain of these employees may also own interests in a fund they may recommend to potential investors which creates a conflict of interest. We are subject to a standard of conduct under the Ecofin Code of Ethics that requires us to place the interests of clients first at all times. Further, disclosure regarding the use of an affiliated placement agent is made in the private placement memorandum of the private fund, as applicable.

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

We generally charge all accounts we manage an asset-based fee. We manage a private fund that pays a performance-based fee in addition to the asset-based fee. Currently, we have a separately managed account that is also charged a performance-based fee. We may manage other accounts in the future that pay a performance-based fee. Conflicts of interest arise from our side-by-side management of performance fee-based accounts and non-performance fee-based accounts, as well as accounts with differing levels of asset-based fees, at the same time because we have a financial incentive to favor higher fee-paying accounts over other accounts in the allocation of investment opportunities. However, it is our policy to allocate trades in a fair and equitable manner so that accounts are not preferred or disadvantaged over time.

We manage client accounts in the same or similar strategies and certain employees are dual employees of Ecofin and an affiliated adviser with the same or similar strategies. This gives rise to potential conflicts of interest if the accounts have, among other things, different objectives, benchmarks or fees. For example, potential conflicts arise in the following areas:

- The portfolio manager must allocate time and investment ideas across multiple accounts and multiple advisory firms;
- Clients orders do not get fully executed;
- Trades may be executed for some accounts that may adversely impact the value of securities held by other accounts;
- There may be cases where certain accounts receive an allocation of an investment opportunity when other accounts may not; and/or
- Differences in trading venues, brokers and securities selected for a particular account may

cause differences in the performance of different accounts that have the same or similar strategies.

We have adopted order aggregation and trade allocation policies and procedures designed to ensure that all our clients are treated fairly, and to prevent these conflicts from influencing the allocation of investment opportunities among clients. During periods of unusual market conditions, we may deviate from our normal trade allocation practices. There can be no assurance, however, that all conflicts have been addressed in all situations. See Item 11 below for additional conflicts disclosure.

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

We generally provide investment advice to individuals, high net worth individuals, pension and profit-sharing plans, investment companies, state or municipal government entities, financial intermediaries, other investment advisers, insurance companies, charitable organizations, pooled investment vehicles, corporations and other businesses, and other entities, including investment management and family partnerships, non-profit entities. The minimum account size for a separately managed account in the private sustainable infrastructure strategies range from \$5,000,000 to \$10,000,000, and is determined based on the holdings within the particular strategy. Generally, we do not accept accounts below the minimum, although we may do so under certain circumstances.

To the extent we manage client accounts that are covered by the Employee Retirement Income Security Act of 1974 (ERISA) or that are tax-qualified retirement plans, including individual retirement accounts (IRAs), we acknowledge that we are a fiduciary as defined under Section 3(21) of ERISA and Section 4975(e) (3) of the Internal Revenue Code of 1986 with respect to the services provided under the Client Agreement (defined below).

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

##### **Private Sustainable Infrastructure**

##### *Private Renewables*

We employ certain methodologies and strategies in formulating the advice we provide our clients. Investments and potential investments are typically analyzed using fundamental, cyclical and sector-based analysis, among other methods.

We will analyze and select investments for our clients based on pre-determined investment objectives. Generally, we will recommend for our clients investments to maximize total return, with an emphasis on current income while seeking to deliver a competitive risk-adjusted return through the business cycle. We may provide due diligence services for

clients, including the review of contracts, identification of major risks, market analysis and assistance with preparing documentation for the client's review process.

We utilize both a top-down and bottom-up investment process, with a heavy weighting on bottom-up fundamental due diligence. Our top-down analysis focuses on the macroeconomic, power market, and regulatory environment, interest rates, tax rates and a variety of additional considerations. Our bottom-up analysis includes commercial, engineering, market, regulatory and legal review of investments. To aid in our due diligence process, we engage legal counsel, third party engineering firms, and other advisors as required. The results of our due diligence are factored into the financial model that is used to value investments based on a discounted cash flow basis. Risk and mitigants are analyzed and summarized in our investment memoranda as part of the approval process. Analysis of environmental, social, and governance risk factors is considered in the investment process

#### *Private Credit*

We utilize both a top-down and bottom-up investment process that includes an evaluation of fundamentals, technicals, and valuations. Our top-down analysis focuses on the macroeconomic environment, interest rates, tax rates and a variety of additional considerations. Our bottom-up analysis includes assessing each obligor's financial and operating condition, utilizing comprehensive models, historical and projected data and metrics (including profitability and operations, liquidity, revenue sources, credit quality, capital structure, financial ratio analysis, cash flow and debt service analysis), as well as a qualitative analysis of the obligor's history, legal structure, accreditations, affiliations and services, and analysis of management team and governance, as well as any other relevant considerations. Analysis of environmental, social, and governance risk factors is considered in the investment process

The main sources of information we use include internal and external research, company press releases, SEC and MSRB filings, analysis of corporate activities, on-site due diligence, management presentations and materials and interviews, research materials prepared by third parties, corporate rating services, commercial publications, quarterly and annual reports and current and historical trading levels.

Our primary investment strategy is fundamentals based, long-only, with an emphasis on managing risk. However, our investment strategies may include short-term purchases and trading where appropriate, as indicated by our fundamental and technical analysis

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

#### *Material Risks*

***The material risks related to our significant investment strategies and methods of analysis include:***

- Our securities analysis relies on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, other publicly available sources of information about these securities, are providing accurate data. Furthermore, we rely on the assumption that management is providing accurate information and a fair representation of the business when discussing their company with the public and through individual meetings with us. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.
- In certain strategies, we purchase securities with the idea of holding them in clients' accounts for the long-term unless and until the fundamental analysis on, or the relative value of, the company changes. If short-term trading methods are employed, the cost of more frequent trades can often incur more expense, including increased brokerage and other transaction costs and taxes, than that of a long-term purchase approach, and may affect investment performance. A risk in a long-term purchase strategy is that, by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.
- In certain strategies, we purchase securities because our fundamental-based risk, financial and valuation models indicate a security meets our investment thresholds. Should there be a significant supply and demand imbalance in the trading of a security due to net investment outflows or other technical reasons, a security may decline sharply in value or the time to purchase a security to its model weight may be extended over a long period of time.
- Debt investments are subject to various risks, including the risk that the value of a client's debt investment could be negatively impacted if a borrower fails to make timely payment of its principal and interest obligations. Because the ability of an issuer of a lower-rated obligation to pay principal and interest when due is typically less certain than for an issuer of a higher rated obligation, lower rated obligations are generally more vulnerable to default.
- Liquidity risk exists when trading volume, lack of a market maker or other restrictions impair our ability to sell particular securities at an advantageous price or in a timely manner, or at all.

- Investments in securities of foreign issuers involve risks not ordinarily associated with investments in securities and instruments of U.S. issuers, including risks relating to political, social and economic developments abroad, differences between U.S. and foreign regulatory and accounting requirements, tax risks, and market practices, as well as fluctuations in foreign currencies.
- Investments in small- and mid-capitalization companies may be more volatile and more likely than large capitalization companies to have narrower product lines, fewer financial resources, less management depth and experience and less competitive strength.
- Investment advisers, including Ecofin, must rely in part on digital and network technologies (collectively, “cyber networks”) to conduct their businesses. Such cyber networks might in some circumstances be at risk of cyberattacks that could potentially seek unauthorized access to digital systems for purposes such as misappropriating sensitive information, corrupting data, or causing operational disruption. Cyberattacks might potentially be carried out by persons using techniques that could range from efforts to electronically circumvent network security or overwhelm websites to intelligence gathering and social engineering functions aimed at obtaining information necessary to gain access. Nevertheless, cyber incidents could potentially occur, and might in some circumstances result in unauthorized access to sensitive information about Ecofin or its clients.
- Global markets are interconnected, and events like hurricanes, floods, earthquakes, forest fires and similar natural disturbances, war, terrorism or threats of terrorism, civil disorder, public health crises such as the novel coronavirus COVID-19 or any other future epidemics or pandemics, and similar “Act of God” events have led, and may in the future lead, to increased short-term market volatility and may have adverse long-term and wide-spread effects on world economies and markets generally. Clients may have exposure to countries and markets or investments impacted by such events, which could result in material losses.
- In certain strategies, we may invest for clients primarily in private companies. Investments in private companies are subject to various risks, including the risk that the operating results of a private company in a specified time period will be difficult to predict. Such investments involve a high degree of business and financial risk that can result in substantial losses.
- In certain strategies, we may invest for clients in securities and other assets that are subject to legal or other restrictions on transfer or for which no liquid market exists. Generally, we seek to make illiquid investments with a view for our clients to hold the investments on a long-term basis. During periods of broader market volatility, opportunities to sell these investments may be severely limited. The market prices, if any, for such investments tend to be volatile and may not be readily ascertainable and we may not be able to sell them when we desire to do so, or at all, or to realize what we perceive to be their fair value in the event of a sale. The sale of restricted and illiquid assets often requires more time and results in higher brokerage charges or dealer discounts and other selling expenses than does the sale of assets eligible for trading on national securities exchanges or in the over-the-counter markets. We may not be able to readily dispose of such illiquid investments and, in some cases, may be contractually prohibited from disposing of such investments for a specified period of time. Restricted assets may sell at a price lower than similar assets that are not subject to restrictions on resale.
- The financial markets have experienced substantial fluctuations in prices for leveraged loans and limited liquidity for such obligations. The cost and availability of leverage is highly dependent on the state of the broader credit markets, and at times it may be difficult to obtain or maintain the desired degree of leverage. The use of 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 finance future operations and capital needs. In the event any portfolio company cannot generate adequate cash flow to meet debt service, clients may suffer a partial or total loss of capital invested in the portfolio company, in turn affecting the clients’ returns.
- In certain strategies, we may invest for clients in high-yield securities. Such securities are generally not exchange-traded and, as a result, trade in the over-the-counter marketplace, which is less transparent than the exchange-traded marketplace. High-yield securities face ongoing uncertainties and exposure to adverse business, financial or economic conditions which could lead to the issuer’s inability to meet timely interest and principal payments. The market values of certain of these lower-rated and unrated debt securities tend to reflect individual corporate developments to a greater extent than do higher-rated securities, which react primarily to fluctuations in the general level of interest rates and tend to be more sensitive to economic conditions than are higher-rated securities. Companies that issue such securities are often highly leveraged and may not have available to them more traditional methods of financing. Furthermore, due to ongoing regulatory developments, the major broker-dealers who have traditionally made a market in high-yield debt securities have been reducing their inventories, thereby increasing the volatility of prices, especially during periods of broader market volatility.



- We may invest in public infrastructure projects that constitute significant strategic value to public or governmental bodies. Such assets may have a national or regional profile and may have monopolistic or oligopolistic characteristics. The very nature of these assets could create additional risks not common in other industry sectors. Given the national or regional profile and/or irreplaceable nature of certain strategic assets, such assets may constitute a higher risk target for terrorist acts or political actions, such as expropriation, which may negatively affect the operations, revenue, profitability, or contractual relationships of investments. Given the essential nature of the services provided by certain public infrastructure, there is also a higher probability that if an owner of such assets fails to make such services available, users of such services may incur significant damage and may be unable to replace the supply or mitigate any such damage, thereby heightening the risks of third-party claims.
- Certain investments may have exposure to the pricing of certain physical commodities. As a result, such investments may be subject to greater volatility than investments without such physical commodity risk. The value of investments with physical commodity risk may be affected by overall market movements, commodity index volatility, changes in interest rates, or factors affecting a particular industry or commodity.

Additional general risks of investing in sustainable infrastructure companies include:

- Sustainable infrastructure companies may be significantly affected by changes in alternative energy needs, conservation efforts, changing consumption patterns, the success of development projects, obsolescence of existing technology, political factors and events, short product cycles, falling prices and profits, competition from new market entrants and general economic conditions, all of which could materially impact their financial condition.
- Sustainable infrastructure companies may be significantly affected by tax incentives, subsidies, special tariffs, and other extensive government regulations in various jurisdictions, contracts with government, corporate, universities, and utilities entities, as well as world events and economic conditions. The market for sustainable infrastructure projects is influenced by federal, state and local government regulations and policies concerning the electric utility industry, as well as policies promulgated by electric utilities. Customer purchases of, or further investment in the research and development of, clean energy and water technologies could be deterred by these regulations and policies, which could result in a significant reduction in the potential demand for project development and

investments. Failure to comply with such laws and regulations may result in substantial enforcement and liabilities including compliance costs, fines and other sanctions, which may materially affect the financial condition.

- Water supplied by water companies is subject to extensive and increasingly stringent environmental water quality, and health and safety laws and regulation, including with respect to emerging contaminants. Inability to meet regulatory compliance may subject water companies to substantial liabilities and costs. Contamination of water supplies could result in service limitations and interruptions, reduction in water usage, and other responsive obligations and government enforcement actions, all of which could adversely affect water companies' operations and the price of their securities.
- Sustainable infrastructure companies require significant capital expenditures. Failure to raise the needed capital or secure appropriate funding may have material adverse effect on their financial performance, as well as increase their volatility. Increased cost of raising capital could limit growth from acquisition and expansion projects, the ability of such companies to meet debt obligation, and the ability to respond to competitive pressures, all of which could adversely affect the prices of their securities.
- The financial performance and profitability of sustainable infrastructure companies may be adversely impacted by limitations and/or restrictions of water supplies that would prohibit the ability of water companies to source and supply water to end consumers. Any failure of water and wastewater infrastructure may affect their financial condition and results of operations, as well as subject them to material liabilities and costs
- Severe weather conditions, climate variability patterns, or natural disasters may reduce demand for water services, create volatility in the supply of water, damage existing infrastructure, and prompt additional expenditures, all of which could adversely affect sustainable infrastructure companies' financial condition. Additionally, sustainable infrastructure companies are dependent upon available solar resource, wind conditions and weather conditions that may significantly impact their performance. Weather conditions have natural variations and may also change permanently because of climate change or other factors.
- Sustainable infrastructure solar and wind -related investments are subject to risks such as lower energy output resulting from variable inputs, mechanical breakdowns, faulty technology, declining discount rates, counterparty risk, competitive electricity

markets, changing laws that mandate the use of renewable energy sources by electric utilities or government changes impacting investments that are remunerated by both government support schemes and private PPAs. In addition, companies that engage in energy efficiency projects may be unable to protect their intellectual property or face declines in the demand for their services due to changing governmental policies or budgets, among other things.

- To the extent, we invest in projects that involve significant construction, including but not limited to sustainable infrastructure solar and wind - related investments, such projects are subject to construction risk. Construction delays may adversely affect companies that generate power from clean sources. The ability of these projects to generate revenues will often depend upon their successful completion of the construction and operation of generating assets. Construction phases may not be completed or may be substantially delayed, as a result of inclement weather, labor disruptions, technical complications or other reasons, and material cost over-runs may be incurred, which may result in such projects being unable to earn positive income, which could negatively impact the market values of our direct investments in clean energy-related issuers.
- Some sustainable infrastructure investments will be financed in the 'tax equity' market. The availability of tax equity varies depending on the demand for and supply of tax equity. If a trigger event gives rise to a disallowance or recapture of tax credits in whole or in part, there may be a requirement to indemnify the tax equity investors for its loss in benefits resulting from such disallowance or recapture.
- Sustainable infrastructure investments may make use of long-term limited recourse debt and short-term debt to provide leverage and assist with the acquisition of suitable opportunities. If refinancing facilities are not available at economic rates, or at all, the strategy may be required to sell assets at disadvantageous prices, impacting the strategies value.

Additional general risks of investing in private credit securities:

- Directly originated securities represent obligations structured directly by a single purchaser, or a limited number of institutional purchasers, and the issuer, and are typically not rated by credit rating agencies. Directly originated municipal-related securities generally have limited trading markets and therefore will tend to be less liquid than municipal securities rated investment grade or issued by traditional municipal issuers. This may make it difficult to value these municipal-related securities. In addition, such

municipal-related securities will likely only be able to be sold in private transactions with another investor or group of investors, and there can be no assurance that such transactions can be successfully arranged or, if successfully arranged, that favorable values will be obtained upon a sale.

- Many issuers have a right to prepay their debt securities. If interest rates fall, an issuer may exercise this right. In that event, the security holder will not benefit from the rise in market price that normally accompanies a decline in interest rates, and will be forced to reinvest prepayment proceeds at a time when yields on securities available in the market are lower than the yield on the prepaid security.
- Wider credit spreads and decreasing market values typically represent a deterioration of the debt security's credit soundness and a perceived greater likelihood or risk of default by the issuer.
- Education facilities may be impacted by risks beyond their operating and financial performance, including being adversely impacted by changes in the political environment, public sentiment or regulation. This could cause a reduction or loss in funding from local, state and federal governments. Additionally, certain education facilities (such as charter schools) are also operated pursuant to charters granted by various state or other regulatory authorities and are dependent upon compliance with the terms of such charters in order to obtain funding from local, state and federal governments and we can be adversely affected by a facility's failure to comply with its charter, an adverse audit or review, or non-renewal or revocation of a charter
- These assets are also impacted by the interests of local communities and stakeholders, which may affect the operation of such assets. Certain of these communities may have or develop interests or objectives which are different from, or even in conflict with, the owners of such assets.

The foregoing list of certain risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment or an investment in Ecofin sponsored private funds. Prospective purchasers should carefully review these and other risks and other information contained in the offering documents of the private fund in which they may consider investing.

## Item 9. Disciplinary Information

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

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

We have relationships and arrangements that are material to the advisory business or to our clients with related persons that are an investment adviser, an investment company, or a broker-dealer. We also have related persons that act as the general partner for our private funds.

### *Investment Advisers*

We are indirectly controlled by Lovell Minnick, a private equity firm and SEC registered investment adviser. Ecofin is an indirectly wholly owned subsidiary of TortoiseEcofin Investments, which holds multiple wholly owned essential asset-focused SEC registered investment advisers. A vehicle formed by Lovell Minnick and owned by certain private funds sponsored by Lovell Minnick and a group of institutional co-investors owns a controlling interest in TortoiseEcofin Investments. We are affiliated, and under common control, with certain SEC registered investment advisers through our relationship with Lovell Minnick, but the businesses are generally run independently from each other. We have material relationships or arrangements with the following affiliated SEC registered investment advisers, each of which is an indirect wholly-owned subsidiary of TortoiseEcofin Investments:

- Tortoise Capital Advisors, LLC d/b/a TCA Advisors ("TCA")
- TortoiseEcofin Investments Partners, LLC ("TIP")
- Ecofin Advisors Limited ("Ecofin UK")

We have entered into an agreement with TIP under which we pay a fee to TIP for marketing our services with respect to separately managed accounts. As a result, a conflict of interest exists to the extent TIP recommends our services.

Certain of our clients may be solicited by us or our related persons to invest in investment-related limited partnerships or limited liability companies for which one of our related persons serves as the general partner or manager. Clients are advised that a conflict of interest exists to the extent we or an affiliate solicit clients to invest in any private funds sponsored by Ecofin or our affiliates for which Ecofin acts as investment manager as we receive advisory fees for managing these private funds.

In addition to the above material relationships and arrangements with affiliated advisers, we share the premises at our principal office address, as well as certain personnel, with certain of our affiliated investment advisers. TCA also provides certain support services to us and certain of its affiliates. In addition, certain of our employees are also employees of TCA, and are engaged in advisory activities for both us and TCA. As a result, these employees may need to allocate their time and resources between us and TCA. These employees are subject to certain policies and procedures of both us and TCA. Certain employees serve as officers and/or directors of TCA Tortoise Index

Solutions, LLC d/b/a TIS Advisors ("TIS"), TIP and Ecofin UK. Accordingly, such persons may need to allocate their time and resources across multiple affiliated entities.

### *Investment Companies/Other Pooled Investment Vehicles*

We serve as investment sub-adviser to an interval fund and open-end fund. We also serve as investment adviser to an investment trust and certain Ecofin sponsored private funds.

As of the date of this Disclosure Brochure, these include:

#### Interval Fund

- Ecofin Tax-Exempt Private Credit Fund, Inc.

#### Open-End Fund

- Ecofin Sustainable Water Fund

#### London Stock Exchange Listed Investment Trust

- Ecofin U.S. Renewable Infrastructure Trust

#### Private Funds

- Ecofin Direct Social Infrastructure Fund II, LP
- Ecofin Direct Social Infrastructure Fund III, LP
- Ecofin Direct Municipal Opportunities Fund, LP
- Ecofin Education Opportunities Fund, LP

Certain of our employees serve as officers of general partners of affiliated private funds. Please see the conflicts of interests discussed in Item 11 below.

### *Broker/Dealer*

We are under common control with TortoiseEcofin Securities, LLC (formerly Tortoise Securities, LLC) (CRD no. 285411) ("TortoiseEcofin Securities"), a broker/dealer registered with the SEC and various state jurisdictions, member of the Financial Industry Regulatory Authority (FINRA). Registered representatives of TortoiseEcofin Securities provide certain marketing and placement services for our private and registered funds for which we pay the broker/dealer a fee. As a result, a conflict of interest exists to the extent TortoiseEcofin Securities or its registered representatives recommend our private funds. However, no securities transactions for our clients are executed through TortoiseEcofin Securities. An employee is a director of TortoiseEcofin Securities.

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

### *Code of Ethics*

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

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

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

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

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

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

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

We may buy and sell for separately managed account clients securities of issuers for which other clients, other related persons or our proprietary accounts may invest.

Conflicts of interest arise from the fact that we may carry on substantial investment activities for separately managed account clients and private funds and because we may buy

or sell for proprietary accounts securities that, we may also buy or sell for our client accounts. Further, conflicts of interest arise because we and/or our employees who may also be dual employees of an affiliate, including members of our investment team, may own interests in registered funds managed by us or an affiliate or Ecofin's or TCA's sponsored private funds. Conflicts of interest also arise from the fact that related persons serve as general partner of certain private funds we manage, and the affiliated general partner owns an interest in the private fund and receives a carried interest in distributions by the private fund. We may have financial incentives to favor certain clients over others. Certain of our client accounts may invest in the equity securities of a particular company, while other client accounts we manage may invest in the debt or preferred securities of the same company. Our client accounts may compete for specific trades. We may give advice and recommend securities to, or buy or sell securities for, certain accounts, which advice or securities recommended may differ from advice given to, or securities recommended or bought or sold for, other client accounts, even though they may have the same or similar investment objectives.

From time to time, we may seed proprietary accounts for the purpose of evaluating a new investment strategy that eventually may be available to clients through one or more product structures. Our management of accounts with proprietary interests and nonproprietary client accounts creates an incentive to favor the proprietary accounts in the allocation of investment opportunities, and the timing and aggregation of investments. Our policies and procedures require that when we buy or sell a security for both client accounts and proprietary accounts, we give priority to client accounts ahead of proprietary accounts.

Situations may occur when certain clients could be disadvantaged because of the investment activities we conduct for our other client accounts. Such situations may be based on, among other things: (1) legal or internal restrictions on the combined size of positions that may be taken for client accounts, thereby limiting the size of such accounts' positions or (2) the difficulty of liquidating an investment for client accounts where the market cannot absorb the sale of the combined position; or (3) limits on co-investing in private placement securities under the 1940 Act.

We have adopted order aggregation and trade allocation policies and procedures designed to ensure that all of our clients are treated fairly. We provide access to market and company research to certain of our registered investment adviser affiliates. We and these affiliates each make separate and independent investment decisions. Accordingly, certain of our client accounts may invest in the securities of a particular company, while client accounts of our affiliates may invest in the same or different securities of the same company. Additionally, trading of our affiliates may occur at different times and through different trading venues and brokers than we use. At times, our affiliates may be buying a security when we are selling and vice versa.

Certain other affiliated portfolio management team members serve on various committees of our investment teams. Other affiliated investment teams do not invest for client accounts in the types of investments overseen by the various committees. However, if other affiliated investment teams were to contemplate investing in such securities, these committee members would be prohibited from discussing such investments with other members of our affiliate's portfolio management teams.

To the extent that we, or certain of our advisory affiliates, source and structure private investments, we may become aware of actions planned by such companies, such as acquisitions, that may not be announced to the public. It is possible that our clients could be precluded from investing in, or selling securities of or related to, companies about which we or certain of our advisory affiliates have material, non-public information; however, it is our intention to ensure that any material, non-public information available to certain of our affiliates is not shared with us, and that material non-public information available to certain of our advisory affiliates is not shared with the advisory affiliates responsible for the purchase and sale of publicly-traded company securities, or to confirm prior to our receipt of any material non-public information that the information will shortly be made public.

We do not affect any principal or agency cross securities transactions for client accounts, nor do we effect cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is generally defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer. Upon client direction, we may invest certain separately managed account client assets in affiliated funds. Investing in funds sponsored or managed by us or an affiliate creates a conflict of interest because we may benefit from such investment as a result of the receipt of advisory, management or other fees us, or an affiliate, receives from such funds or other benefits arising from increased assets, such as a reduction in expense reimbursement obligations. Fees and commissions paid by such funds are in addition to the management fees we charge the separately managed account client and the brokerage commissions the client pays to a broker to execute transactions. However, we will waive our advisory or management fee on the client-directed investments in

affiliated funds within the client's separately managed account for the period during which time these assets are so invested. The fees and expenses imposed by affiliated funds are described in each affiliated fund's prospectus, and will generally include an advisory or management fee, other fund expenses, and potentially a distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge.

## **Item 12. Brokerage Practices**

Subject to applicable investment policies and restrictions, clients typically grant us full discretion with respect to both security and broker-dealer selection. We select broker-dealers on the basis of their ability to execute transactions at the most favorable prices and lowest overall execution costs. We also take into consideration other relevant factors, such as:

- the reliability, integrity and financial condition of the broker-dealer;
- the size of and difficulty in executing the order; and
- the quality of execution and custodial services.

The determinative factor is not necessarily the lowest possible transaction cost, but whether the transaction represents the best qualitative execution for the client account. We use a third party to analyze the execution performance of brokers, execution and trade cost on a quarterly basis. We do not adhere to any rigid formulas in making the selection of the applicable broker-dealer, but weigh a combination of the criteria discussed above. We receive unsolicited research from some of the brokers with whom we place trades on behalf of clients, however, we have no arrangements or understandings with such brokers regarding receipt of research in return for commissions. Such research is provided to investment advisers who utilize these firms. While we may review certain of the research received, we do not consider this research when selecting brokers to execute client transactions. We do not put a specific value on unsolicited research, nor do we attempt to estimate and allocate the relative costs or benefits among our clients. In the event a client directs the use of a specific broker-dealer, we may be unable to achieve most favorable execution of the client's transactions, and the execution costs for the client may be higher than could be obtained by using a broker-dealer we select. Such higher costs may result from the disparity of commission rates or prices among broker-dealers, our more limited ability to negotiate lower commission rates or prices and the inability of the client to benefit from volume discounts we may obtain from aggregating orders placed with other broker-dealers. In some instances, we may elect to step out trades for certain accounts if we believe that the overall execution will benefit the client from a fairness, efficiency and liquidity standpoint.

The term "soft dollars" is commonly understood to refer to arrangements where an investment adviser uses client

brokerage commissions to pay for research or other services used by the investment adviser. Section 28(e) of the Securities Exchange Act of 1934 provides a “safe harbor” that permits investment advisers to enter into soft dollar arrangements if the investment adviser determines in good faith that the amount of the commission is reasonable in relation to the value of the brokerage and research services provided. We do not utilize any third party “soft dollar” arrangements, but we do receive unsolicited research as described above. Because we consider all of the factors described above and not just commission cost, commission rates on some transactions may be higher than the lowest available commission rate charged by another broker-dealer for executing the same transaction. To the extent that our clients are deemed to be paying up for research as a result of the unsolicited research described, we believe that the Section 28(e) safe harbor is available with respect to such transactions.

Although our receipt of such research services does not reduce our normal independent research activities, it may enable us to avoid the additional expenses that we might otherwise incur if we were to attempt to independently develop comparable information. As a result, we have an incentive to select a broker-dealer primarily on the basis of the research we may receive from that broker-dealer, even if other broker-dealers may execute transactions at a lower price. Brokerage products and services obtained by the use of commissions arising from one client’s investment transactions may be used in our other discretionary or non-discretionary advisory (or sub-advisory) activities on behalf of other clients. Moreover, a client may not necessarily, in any particular instance, be the direct or indirect beneficiary of these additional research or brokerage services, whether or not generated by the client’s own commissions.

It is our policy to allocate trades in a fair and equitable manner so that accounts are not preferred or disadvantaged over time. For discretionary accounts investing in publicly traded securities, other than IPOs, we generally combine all of the trade orders into one or more ‘block’ orders for all of the securities that need to be purchased or sold by Ecofin and TCA through the U.S. trading desk. Each account participates at the average unit or share price for all the transactions in a security in the applicable block order, with transaction costs allocated pursuant to the applicable broker-dealer fee schedule for the particular account. If directed accounts and preferred brokerage accounts cannot participate in the aggregated block due to custodial issues as well as fee structure then those accounts will be executed outside the block within the duration of the trading program.

Due to the limited trading volume in some securities, it is likely that we may not be able to completely fill a block order in one trading session. When block orders are partially filled we generally will promptly allocate fills to accounts after the close of the trading session on a pro rata basis for each account included in the block order. In subsequent trading sessions, we generally will allocate fills on a pro rata basis.

It is possible that it may take several weeks or even several months to completely fill an order, depending upon the securities involved and market conditions. If the applicable portfolio management team determines in good faith and in fulfillment of their fiduciary duties that a different allocation procedure should be followed with respect to particular trades, the U.S. trading desk will document the allocation procedures followed and the factors considered in such allocation.

For private renewables client accounts, we typically do not aggregate the purchase or sale of securities because, generally, we invest for clients in illiquid securities that cannot be aggregated. If we do engage in aggregation activities on behalf of our clients, we will do so in accordance with the terms described in the Client Agreements and any applicable co-investment procedures.

For private credit client accounts we will review the accounts to determine whether participating in a direct lending transactions is appropriate and is consistent with our duties to the accounts. We will prepare a written allocation statement generally before or at the time we indicate our interest in engaging in the transaction, which will describe specifically how securities will be allocated among participating accounts. The allocation statement will be approved by the Private Sustainable Infrastructure Investment Committee (“PSIIC”). The accounts will participate on a pro rata basis based on total assets, subject to available capital and strategy constraints, on a fair and reasonable basis. Strategy constraints include, but are not limited to (i) applicable investment parameters, limitations and other contractual provisions of the clients, or (ii) legal, tax, regulatory, accounting and other considerations deemed relevant by the private credit team (which may include investment limitations, investor preferences and/or other reasons). In some instances, a pro rata allocation may not be applicable or appropriate, in which case we will provide a fair and clear disclosure of the exception in the allocation statement. Examples of exceptions include, but are not limited to (i) the account is in ramp-up phase, or (ii) the securities cannot be separated into allocable pieces.

If we make a trading error, we will correct the error and bear any costs of correcting the error so that the client is not disadvantaged and is made whole. Trade errors will always be resolved in the client’s favor and the client being made whole. To the extent that resolution of a trade error results in the purchase of securities in a client’s account that increase in value, the increased value is retained by the client.

We have adopted procedures with respect to the aggregation of orders for client accounts (including our affiliates) (the “Accounts”) we manage for the purchase of securities in non-negotiated, private placement securities transactions. Private placement securities are securities, warrants, conversion privileges and other rights which (a) are exempt from registration under the Securities Act of

1933 or are purchased in transactions exempt from such registration requirements, and (b) the terms of which, other than price, are not directly or indirectly negotiated by us ("Non-Negotiated Transactions").

The procedures for effecting Non-Negotiated Transactions include:

- The portfolio managers of the Accounts will review the respective Account portfolios to determine whether participating in a Non-Negotiated Transaction is appropriate for the Accounts and is consistent with our duties to the Accounts.
- We will prepare a written allocation statement before or at the time we indicate to an issuer or prospective seller or buyer of our interest in engaging in a Non-Negotiated Transaction, which will describe specifically how securities or proceeds will be allocated among participating Accounts. If there are insufficient securities or proceeds, they will be allocated pro rata based upon the allocations contained in the allocation statement. If there are any deviations from the allocation statement, the Accounts will receive fair and equitable treatment and the deviation must be approved by two Managing Directors who are members of the applicable Investment Committee of Ecofin.
- The Accounts will participate at the same unit price, and the transaction costs and expenses will be shared on a pro rata basis according to the respective investments of the Accounts.

We will receive no additional compensation or remuneration in the form of break-up fees, commitment fees or similar fees that is not shared pro rata in amounts proportionate to the investments by the Accounts.

#### **Item 13. Review of Accounts**

The private renewables and private credit portfolio management team meet at least weekly to review portfolio strategy and research impacting portfolio companies, with daily interaction among portfolio team members. The portfolio management teams meet with the PSIIC as needed. At a minimum, the PSIIC and portfolio management teams meet monthly. The PSIIC oversees the investment strategies, and the portfolio management teams implements the strategies. While primary responsibility for monitoring, review, and analysis of individual securities is spread amongst various individual members of the portfolio management teams, all portfolio management decisions and reviews are based on a team approach.

Separately managed account clients are generally provided reports by their broker-dealer, bank or other qualified custodian not less frequently than quarterly, identifying the amount of funds and of each security in the account at the end of the period and setting forth all transactions in the account during the period. We may also provide written reports as agreed to with the client. The sub-advised

Interval Fund and the sub-advised open-end fund issue and file reports as required under the 1940 Act and the Securities Exchange Act of 1934, as applicable. The London Stock Exchange listed Investment trust files an annual report and accounts and Interim/Half Yearly Report. Investors in our private funds receive monthly or quarterly capital account statements (depending on the fund) and annual audited financial statements of the fund. For all other accounts, quarterly reports are furnished to investment management clients concerning their investment accounts. A higher frequency of reports is issued to client accounts only if specifically requested.

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

We do not receive economic benefits from non-clients in connection with giving advice to clients.

We may enter into agreements with unaffiliated independent contractors for client referrals. For such referrals, we expect we would compensate the independent contractor with a percentage of fees relating to such referrals based on the level of services performed. Any such compensation would be paid pursuant to a written agreement that is in compliance with the federal regulations, and in each state where state law requires.

We have entered into a written marketing services agreement with our affiliate, TIP, under which we compensate TIP with a fee based on production-based compensation due to TIP's investment adviser representatives related to TIP's performance under the agreement and TIP compensates its investment adviser representatives. There is no increase in the investment management fees payable to us by clients as a result of the compensation paid under this marketing services agreement.

Certain TIP employees receive production-based compensation as an investment adviser representative of TIP based on management fee revenue we receive from separately managed account clients. This compensation is not a factor in determining, nor does it adversely affect, the fee we charge for our investment management services.

#### **Item 15. Custody**

We do not maintain physical custody of client assets. We are deemed to have custody of certain client accounts for which we or a related person acts as a manager or general partner. These client assets are maintained in accounts with a "qualified custodian" pursuant to Rule 206(4)-2 under the Advisers Act. In addition, we provide all investors in these client accounts with audited financial statements of the account, prepared by an independent accounting firm that is registered with and subject to review by the Public Company Accounting Oversight Board, in accordance with U.S. generally accepted accounting principles, within 120

days of the end of the account's fiscal year. Investors should carefully review the audited financial statements upon receipt.

We are deemed to have custody of certain client accounts under Rule 206(4)-2 due to our ability to deduct fees directly from those accounts. Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. We urge clients to carefully review such statements and compare such official custodial records to the account statements that we may provide to clients. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

#### **Item 16. Investment Discretion**

We provide investment advisory services on both a discretionary and non-discretionary basis to clients. For our discretionary clients, we usually receive discretionary authority from the client under the investment management agreement or investment advisory agreement with the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the investment objectives for the particular client account.

We observe the client's investment policies, limitations and restrictions when selecting the identity and amount of securities to be bought or sold. Various securities and/or tax laws, as well as internal compliance policies, may impose additional restrictions on the investments that may be made. Our investment discretion with respect to the investments of the funds we manage is also limited by such funds' objectives and policies, as well as applicable securities and tax laws.

Clients must provide any investment guidelines and restrictions to us in writing.

#### **Item 17. Voting Client Securities**

We will vote proxies on behalf of a client if the client has delegated to us the authority to vote proxies on its behalf in the Client Agreement or other written instrument. Clients for whom we do not have any authority to vote proxies should receive proxy voting materials from their custodian or a transfer agent directly and these clients retain the responsibility for voting proxies for any and all securities maintained in their portfolios. In the event that we receive any proxies intended for clients who have not delegated proxy voting responsibilities to us, we will promptly forward such proxies to the client for the client to vote. When requested by clients who have retained proxy voting authority, we may provide advice to the client regarding proposals submitted to the client for voting. In the event an employee determines that we have a conflict of interest due

to, for example, a relationship with a company or an affiliate of a company, or for any other reason which could influence the advice given, the employee will advise our CCO, who will advise the applicable investment committee. The respective investment committee will decide which of the procedures set forth below we will use to address the conflict of interest.

We have adopted and implemented the policies and procedures summarized below, which we believe are reasonably designed to ensure that proxies are voted in the best interests of our clients. In pursuing this policy, proxies should be voted in a manner that is intended to maximize value to the client. In situations where we accept such delegation and agree to vote proxies, we will do so in accordance with these policies and procedures. We may delegate our responsibilities under these policies and procedures to a third party, however, no such delegation will relieve us of our responsibilities. We will retain final authority and fiduciary responsibility for such proxy voting.

- a. We utilize Glass Lewis to provide independent research on corporate governance, proxy and corporate responsibility issues. We review these voting recommendations and proxies are generally voted in accordance with such recommendations.
- b. We have adopted Glass Lewis' ESG proxy voting guidelines, which are applied to all of our proxy votes.
- c. Proxies are generally voted in accordance with our proxy voting guidelines; however, we may opt to override the guidelines if we decide it is in the best interest of our clients
- d. The applicable investment committee or a person designated by the applicable investment committee is responsible for monitoring our proxy voting actions and ensuring that proxies are voted in a timely manner. We are not responsible for voting proxies we do not receive but will make reasonable efforts to obtain missing proxies.
- e. The applicable investment committee, or a designated individual, is responsible for identifying and monitoring potential conflicts of interest that could affect the proxy voting process, including (i) significant client relationships; (ii) other potential material business relationships; and (iii) material personal and family relationships.
- f. In the absence of contrary instructions received from the applicable Investment Committee, or the Designated Managing Director, all proxies will be voted in in accordance with the Glass Lewis ESG guidelines.
- g. In certain limited circumstances, particularly in the area of structured finance, we may enter into voting agreements or other contractual obligations that govern the voting of shares or other interests and, in such cases, we will vote any shares or



other interests by proxy in accordance with such agreement or obligation.

- h. We may determine not to vote a particular proxy, if the costs and burdens exceed the benefits of voting (e.g., when securities are subject to loan or to share blocking restrictions).

If we identify a material conflict, we may (i) disclose the potential conflict to the client and obtain consent; or (ii) establish an ethical wall or other informational barriers between the person(s) that are involved in the conflict and the persons making the voting decisions; (iii) abstain from voting the proxies; (iv) forward the proxies to clients so the clients may vote the proxies themselves; (v) use an independent third party recommendation. We will document the rationale for any proxy voting contrary to the proxy voting guidelines.

The applicable investment committees, or a person or person(s) designated by the applicable investment committee are responsible for maintaining proxy voting policies and procedures, proxy statements (or the ability to access them), records of votes cast and abstentions, and any records we prepared that were material to a proxy voting decision or that memorialized a decision.

A copy of our Proxy Voting Policies and Procedures will be provided to clients and prospective clients upon request.

The TortoiseEcofin Investments complex has multiple adviser entities. The proxy voting policies and procedures adopted by these adviser entities may produce different voting results. Clients may also obtain information from us about how we voted any proxies on behalf of their account(s) upon request by contacting Susan Steiner at 913-981-1020 or at 866-362-9331 (toll-free) or via e-mail to [ssteiner@tortoiseecofin.com](mailto:ssteiner@tortoiseecofin.com)

## **Item 18. Financial Information**

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

Facts	What does Ecofin Advisors, LLC do with your personal information?		
Why?	Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.		
What?	<p>The types of personal information we collect and share depend on the product or service you have with us. This information can include:</p> <div><div><ul style="list-style-type: none"><li>• Social Security number</li><li>• Address</li><li>• Income</li><li>• Account transactions</li><li>• Transaction or loss history</li><li>• Risk tolerance</li><li>• Checking account information</li><li>• Wire transfer instructions</li></ul></div><div><ul style="list-style-type: none"><li>• Name</li><li>• Assets</li><li>• Account balances</li><li>• Transaction history</li><li>• Investment experience</li><li>• Retirement assets</li><li>• Employment information</li></ul></div></div> <p>When you are <i>no longer</i> our customer, we continue to share your information as described in this notice.</p>		
How?	All financial companies need to share clients' personal information to run their everyday business. In the section below, we list the reasons financial companies can share their clients' personal information; the reasons Ecofin Advisors, LLC ("Ecofin") chooses to share; and whether you can limit this sharing.		
Reasons we can share your personal information		Does Ecofin Advisors, LLC share?	Can you limit this sharing?
For our everyday business purposes—such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus		Yes. Ecofin may share personal information described above for business purposes with a non-affiliated third party if the entity is under contract to perform transaction processing or servicing on behalf of Ecofin and otherwise as permitted by law. Any such contract entered by Ecofin will include provisions designed to ensure that the third party will uphold and maintain privacy standards when handling personal information. Ecofin may also disclose personal information to regulatory authorities as required by applicable law.	No.
For our marketing purposes—to offer our products and services to you		No	We don't share.
For joint marketing with other financial companies		No.	We don't share.
For our affiliates' everyday business purposes—information about your transactions and experiences		Yes. Ecofin shares personal information with affiliates as permitted by law.	No.
For our affiliates' everyday business purposes—information about your creditworthiness		No.	We don't share.
For nonaffiliates to market to you		No.	We don't share.
Questions?	Call (913) 981-1020		

<b>Who is providing this notice?</b>	Ecofin Advisors, LLC
<b>How does Ecofin Advisors, LLC protect my personal information?</b>	<p>To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings.</p> <p>Ecofin limits access to personal information to individuals who need to know that information in order to provide our services to you.</p>
<b>How does Ecofin Advisors, LLC collect my personal information?</b>	<p>We collect your personal information, for example, when you</p> <ul style="list-style-type: none"> <li>• Seek advice about your investments</li> <li>• Direct us to buy securities</li> <li>• Direct us to sell your securities</li> <li>• Enter into an investment advisory contract</li> <li>• Give us your contact information</li> </ul> <p>We also collect your personal information from others, such as credit bureaus, affiliates, or other companies.</p>
<b>Why can't I limit all sharing?</b>	<p>Federal law gives you the right to limit only</p> <ul style="list-style-type: none"> <li>• Sharing for affiliates' everyday business purposes—information about your creditworthiness</li> <li>• Affiliates from using your information to market to you</li> <li>• Sharing for non-affiliates to market to you</li> </ul> <p>State laws and individual companies may give you additional rights to limit sharing.</p>

<b>Affiliates</b>	<p>Companies related by common ownership or control. They can be financial and nonfinancial companies.</p> <ul style="list-style-type: none"> <li>• Ecofin may share personal information described above for business purposes as permitted by law with our affiliates. Our affiliates include financial companies such as investment advisers. Ecofin does not share with affiliates so that they can market their services or products to you.</li> </ul>
<b>Nonaffiliates</b>	<p>Companies not related by common ownership or control. They can be financial and nonfinancial companies.</p> <ul style="list-style-type: none"> <li>• Ecofin may share personal information described above for business purposes with non-affiliated third parties performing transaction processing or servicing on behalf of Ecofin and otherwise as permitted by law. Such companies may include broker-dealers, banks, investment advisers, mutual fund companies and insurance companies. Ecofin may also share personal information with parties who provide technical support for our hardware and software systems and our legal and accounting professionals. Ecofin does not share with non-affiliates so that they can market their services or products to you.</li> </ul>
<b>Joint marketing</b>	<p>A formal agreement between nonaffiliated financial companies that together market financial products or services to you.</p> <ul style="list-style-type: none"> <li>• Ecofin doesn't jointly market.</li> </ul>

<b>Additional Information for California Residents</b>	<p>If you are a California resident, you have the right to request that we disclose to you, free of charge, the categories and specifics of the personal information we collect about you (and if, applicable, otherwise disclose about you to a third party for business purposes). We require a verifiable request from you to ensure that it is, in fact, you who is requesting this information. Once we verify the request, we will</p>

	<p>provide that information to you.</p> <p>Your request for disclosure can apply to any such personal information mentioned above for as much as twelve months preceding your request. Be advised that we are not required to disclose such information about the personal information we collect about you more than twice in a twelve-month period.</p> <p>Following our verification of your request, we will disclose to you, unless otherwise restricted by law or regulation the following personal information we collect about you:</p> <ul style="list-style-type: none"> <li>• The categories of personal information we have collected about you</li> <li>• The categories of sources from which the personal information is being collected</li> <li>• The business or commercial purpose for collecting that personal information</li> <li>• The categories of third parties with whom we share personal information</li> <li>• The specific pieces of personal information we have collected about you</li> </ul> <p>We will also disclose to you, unless otherwise restricted by law or regulation, the following personal information about you that we disclose for business purposes:</p> <ul style="list-style-type: none"> <li>• The categories of personal information we have collected about you that we disclose to third parties</li> <li>• The categories of sources from which that personal information is collected</li> <li>• The business or commercial purpose for collecting and/or disclosing that personal information</li> </ul> <p>You have the right to request that we delete the personal information that we have collected from you. Following our verification of your request, we will comply with your request and delete any or all of your personal information in our possession that we collected from you and/or any or all such personal information in the possession of our service providers, unless otherwise restricted by law or regulation.</p>
<b>Contacting Us About Your Privacy Rights</b>	<p>You may contact us in order to exercise any of your rights set forth in this privacy notice by calling us toll-free at 866-362-9331 or emailing us at <a href="mailto:info@tortoiseecofin.com">info@tortoiseecofin.com</a>.</p>