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**Infrastructure Request for Information**

#### Organization

1. Please provide the name, title, address, phone number, fax number, and e-mail address for the individual that would serve as our primary contact servicing the account.
2. Please provide the name of SEC registered entity, date of SEC registration.
3. Please give a brief history of your organization and discuss the general ownership structure. Please provide a chart detailing the firm’s organizational structure. What year was your organization established? Have there been any changes in the ownership structure of your firm in the past five years? If yes, please explain in detail.
4. What is the name of the entity providing infrastructure investment services? Please give a brief history of this entity and discuss the general ownership structure, if different from question 3.
5. Please provide total assets under management and infrastructure assets under management for both the ultimate parent entity and the entity providing infrastructure investment services.
6. Please provide location of all directly related offices (indicate headquarters), the opening date of the office(s), and indicate the function of each office(s) related to infrastructure investment services.
7. Please provide details (and diagrams if available) of the legal structure of the General Partner, and all affiliated management companies or corporations.
8. If your firm is an affiliate/subsidiary of a larger organization or a joint venture partner with another organization, describe the method of communication and quality control between the two organizations. Define the specific responsibilities of each of the parties.
9. Describe how the infrastructure investment entity manages potential conflicts of interest with other business units of your parent entity.
10. Is your firm represented by any third party firm or individual whose purpose is marketing and/or gathering assets for the firm and are compensated as such? If so, list all relationships and their nature. How will these fees be paid?

#### Personnel

1. Please describe the composition of the team (i.e. support staff, analysts, etc...). How long has the team been together?
2. Please describe your dedicated infrastructure resources (i.e. number of people including partners, front office (operations), back office, legal, IR, etc…).
3. Please describe the Fund structure (inclusive of GP, fund manager, investment advisor, etc.) and include an explanation of domiciles selected for the incorporation of various legal entities?
4. Please provide biographies of all investment professionals for the strategy.
5. Please provide three references for each principal of the General Partner.
6. Please discuss the role of each of the principals of the General Partner and specify how much of each principal’s time will be allocated to the investment activities of this partnership. What other funds or separate accounts or other firm duties do the principals designated to this fund have?
7. Are the investment professionals under employment contracts/non-compete agreements with the firm?
8. Please briefly discuss the compensation structure and how compensation is decided? How is the carried interest/performance fee distributed? What long-term retention incentives are there for key employees?
9. What is breakout of carry and the vesting provisions?
10. What is the form and amount of commitments of the investment team in the Fund?
11. Have any professionals left the Firm over the last five years? If so, please identify the investments these professionals participated in and to what degree.
12. Please discuss your hiring plans for future partners and professionals. Please discuss organizational growth/succession plans. Are there any plans to recruit key additional personnel? If so, at what levels are these new hires expected?
13. What are the key person provisions? What is the incentive system for the key man?
14. What is the internal decision-making process among senior investment professionals for: Internal matters? New professionals? Operations and management decisions?

#### Compliance/Conflicts of Interest

1. Please provide a copy of your Form ADV (Parts I and II).
2. Have the principals of the General Partner, the Fund, or any of the General Partner’s affiliates been the subject of a regulatory action, censure or legal action alleging fiduciary misconduct within the past 5 years? If yes, please attach a detailed review.
3. Identify and discuss any actual or potential conflicts of interest with respect to the principals of the General Partner, the Fund, or any of the General Partner’s affiliates? Describe how the principals of the General Partner, the Fund, or any of the General Partner’s affiliates manage potential conflicts of interest with other business units of your parent entity.
4. Please provide the date and the results of your most recent internal and external audit. Please describe the issues and resolutions.
5. Has your firm ever been out of compliance with the SEC, DOL or any other regulatory agency? If yes, please explain and indicate whether any orders or sanctions have been issued against your firm or affiliate.
6. Has a formal complaint been filed with the National Labor Relations Board (or any other government agencies globally) regarding your firm or pertaining to the assets under your management?
7. Has your firm been convicted of, or plead guilty to, any felony, misdemeanor or civil enforcement proceedings in the past ten years? If yes, provide a detailed explanation and indicate the current status of proceedings.

#### General Investment Strategy & Process

**Strategy:**

1. What is the firm’s investment philosophy? Does the Fund have a sector and regional/country focus?
2. List the types of investment opportunities potentially available in this strategy. What does your firm interpret as infrastructure assets?
3. Please summarize the partnership’s investment guidelines. What are the limits on an investment as a percent of capital? Are there sector limits? Geographic limits? What are the maximum leverage guidelines? Is the partnership limited to specializing in only specific types of investments?
4. Discuss the risks involved in your strategy, and how you plan to manage these risks.
5. Does the fund hedge interest rate risk and/or currency risk? If so how?
6. What is the average length of time infrastructure investments are held or are expected to be held?
7. Will the Fund make follow-on investments into portfolio companies? What is the decision-making process for investing additional capital in existing portfolio companies?
8. How is deal flow sourced: Internal, Investment Bank, Private Equity, Other Investment Professionals, etc…? How is deal flow unique for the firm? Does the Fund source deals independently or jointly with others?
9. Do you expect to be involved in public company takeovers?
10. What is the average number of opportunities reviewed by the firm per year? What is the average number of opportunities that the firm performs full due diligence for per year? What is the average number of opportunities that the firm submits a bid on per year?

**Process:**

1. Provide an overview of the Fund’s investment process. Describe each stage of your firm’s internal decision-making processes. Please explain the Investment Committee process in detail. How many members are on the Investment Committee? Does it take a unanimous or majority vote to pass the committee?
2. How often do the professionals meet as a group? What forum(s) do the professionals use for information and idea sharing?
3. What is the Fund’s documentation process (e.g. due diligence lists, deal logs)? Are the following professionals always engaged in the due diligence process and what reports do they typically provide?
4. Accountants
5. Outside law firms
6. Other outside consultants and advisors
7. Please explain the firm’s pricing discipline, including an explanation of the approach to the valuation of investment opportunities.
8. Can the Fund use bridging/leverage in investments? If so, what is the average target debt/equity ratio for investments? What is the leverage limit?
9. When does the Fund insist on Board representation? What controls and rights does the Fund seek when taking minority positions?
10. What is the Fund’s post-acquisition deal monitoring process? What will be the major factors monitored in the portfolio companies? How frequently will the firm interact with portfolio company management post investment? How often and in what form will reporting be received from portfolio companies? Are there separate teams/people responsible for monitoring investments?
11. How are assets insured for business disruptions, casualties, etc…?
12. How does your firm add value to investments on a strategic, financial, and operating basis?
13. How will the Fund evaluate potential exits and when does the firm decide to pursue potential exits? What types of exit strategies will most likely be used for portfolio investments? What is the exit approval process?

#### Current Offering

1. Please fill-in the following table covering terms and conditions for your current partnership offering.

**Fund Name:**

**General Partner (“GP”):**

**Placement Agent Name:**

**Target Fund Size:**

**GP Commitment:**

**Hard LP Commitments:**

**Min. Commitment Size:**

**Max. Commitment Size:**

**Commitment Period:**

**Target Return (Gross IRR, Net IRR, Current Return):**

**Term:**

**Management Fee:**

**Preferred Return:**

**Carried Interest:**

**Catch Up:**

**Clawback:**

**Acquisition Fee:**

**Financing Fee:**

**Other Fees:**

**Termination Provision:**

**Removal of the GP:**

1. Will debt be utilized at the asset-level and/or fund-level? Please describe level of leverage, type of debt, financing strategy and etc.
2. Please provide an update on fundraising activities to date, including: signed commitments, soft commitments, number of signed LP’s, planned/ actual first close, and planned final close? Please indicate the percentage of international commitments and percentage of U.S. commitments?
3. What are the requirements for an Advisory Board seat? Will an Advisory Board give final approval to distributions?
4. How long, on average, does a commitment of $50 million take to be invested?
5. Please describe redemption policy.
6. Will investors be liable for anything beyond their commitment? What steps have you taken to ensure that the Limited Partners will not be liable for any issues beyond the term of the partnership?
7. Does the fund have a Responsible Contractor Policy? If so, please provide a copy.

#### Security and Miscellaneous

1. Please discuss the current reporting available for the fund. What type of information is available? How long after quarter end are performance reports available, etc…? Please provide a typical performance report.
2. Describe the firm’s security environment. Specifically cover the physical, digital security, and policy measure safeguards that you have put in place to control access to portfolio reporting systems and client account information.
3. Describe your firm’s approach to securing email and web communications.
4. How does your firm defend against cyber-attacks?
5. How does your firm secure mobile devices such as phones, tablets, and laptops?
6. Have you had your security assessed by a third party? If so, when was this last completed and by which provider?
7. Has your firm ever had a data security breach? If so, please describe the incident as well as the corrective actions.
8. Please provide three references, including contact phone number and email address. Please include, at least, one current and one former client in your references.
9. Please provide us with the following material:
* A copy of your most recent ADV, if applicable.
* A copy of the PPM, LP Agreement, and Subscription Agreement.
* A copy, via email, of your most recent presentation on the product.

**Chief Compliance Officer Signature**

I, chief compliance officer of , have reviewed all of the aforementioned statements and documents. To the best of our ability, we believe all statements and documents to be accurate, truthful and timely.

Signature

Print Name