

Cook Street Consulting, Inc.

Part 2A of Form ADV

The Brochure

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This brochure provides information about the qualifications and business practices of Cook Street Consulting, Inc. (“Cook Street”). If you have any questions about the contents of this brochure, please contact us at 800.318.7770. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority. Any reference to Cook Street as a “registered investment adviser” or as being “registered,” does not imply a certain level of skill or training.

Additional information about Cook Street is also available on the SEC’s website at: www.adviserinfo.sec.gov.

Material Changes

Cook Street's most recent update to Part 2 of Form ADV was made in November 2016. Cook Street's business activities have not changed materially since the time of that update.

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Advisory Business

Cook Street is an SEC-registered investment advisor incorporated in the State of Colorado and headquartered in Greenwood Village, Colorado. Cook Street was established in 1999 and is a 100% employee-owned, independent firm providing customized fiduciary and investment consulting services to retirement plan sponsors, foundations and endowments.

As of September 30, 2016, Cook Street consults to approximately \$20.062 billion in assets, \$18.996 billion on a non-discretionary basis and \$1.066 billion on a discretionary basis. The principal owners of Cook Street are Sean M. Waters, CFA, Karen M. Robinson, CFA, Lindsey C. Levison, CFA, Patrick J. Smith, CFA, and Scott M. McIntosh.

Cook Street's services generally include but are not limited to the following:

- Continuous and regular monitoring of investments
- Investment manager selection, due diligence, searches & monitoring
- Investment policy statement creation or review
- Vendor searches
- Expense analysis and review
- Asset allocation analysis and modeling
- Employer stock reporting and monitoring

- Participant education
- Analysis of investment plan and objectives
- Fiduciary support services
- Performance monitoring

Generally, the types of investments Cook Street provides advice to clients on include, but are not limited to:

- Mutual fund shares
- Collective trusts
- Separately managed accounts

Cook Street's services are tailored to the individual needs of clients and clients may impose restrictions on investing in certain types of securities.

Fees and Compensation

Cook Street provides certain services and information to clients independent of providers such as the custodian, investment manager or plan administrator.

The fees for the services outlined in the above section will vary depending on a variety of factors. These factors may include, but are not limited to, the size and complexity of the plan/client, time allocation, location, and any additional services the client contracts Cook Street to perform. Given these factors, fees may differ between clients for similar services. Every client receives an individualized contract outlining their retainer fee prior to inception of our services.

Our fees are negotiable.

Fees are billed to clients by invoice. Clients are generally billed on a flat, retainer basis, although a small minority may pay an asset-based fee. Clients may pay a separate hourly or flat fee for participant education services. Fees are payable in advance at the beginning of each quarter. If the account is terminated, the client is returned the pro-rata amount of the fee previously paid, calculated on a daily basis. A client or Cook Street may terminate the investment advisory agreement at any time with thirty (30) days prior written notice. If a client terminates the agreement prior to the first four (4) quarterly payments having been paid, Cook Street may charge a pro-rated fee to cover any services performed, including but not limited to any costs related to such services, through the termination date. Cook Street will provide detailed accounting of this fee to the client. Cook Street's consulting fee does not include fees charged by the custodians, investment managers, or other service providers. Additionally, it does not include any transaction costs.

Any project-based services will be quoted on a case-by-case basis. Such fees will be fully disclosed to the client prior to being hired for that project.

Performance Based Fees and Side-by-Side Management

Cook Street does not charge any performance fees. Some investment advisers experience conflicts of interest in connection with the side-by-side management of accounts with different fee structures. However, these conflicts of interest are not applicable to Cook Street.

Types of Clients

Cook Street primarily provides customized fiduciary and investment consulting services to retirement plan sponsors, foundations and endowments. Cook Street does not have a minimum account size.

Methods of Analysis, Investment Strategies and Risk of Loss

Cook Street's Investment Committee (the "Investment Committee"), which consists of consultants and research professionals, work together to conduct qualitative and quantitative analysis on all managers recommended for client portfolios or plans. This analysis is conducted for the managers of mutual funds, commingled trusts, separately managed accounts, exchange traded funds, hedge funds, and private equity funds in asset classes including, but not limited to, fixed income, equities and alternatives. For these managers the analysis generally includes, but is not limited to, a review of:

- Regulatory oversight
- Correlation to style or peer group
- Historical absolute, relative and risk-adjusted performance
- Track record & tenure
- Assets under management
- Holdings & style consistency
- Expense ratios/fees and structure

This research and monitoring is performed no less frequently than quarterly and due diligence is performed largely via in-person meetings or conference calls. These evaluations lead directly to our formal recommendations regarding actions to be taken.

Given that our clients consist of retirement plan sponsors, foundations and endowments whose general investment strategy includes a long-term horizon, Cook Street primarily analyzes the investment managers in the context of a relatively long-term investment relationship.

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

The following is not meant to be a complete description of risks.

- Market Risk: The price of any security, including ETFs, equities, bonds or mutual funds may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.

- Liquidity Risk: Liquidity is the ability to readily convert an investment, including ETFs, into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- Interest-Rate Risk: Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- Reinvestment Risk: This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to bonds.
- Call Risk: Bonds that are callable carry an additional risk because they may be called prior to maturity depending on current interest rates thereby increasing the likelihood that reinvestment risk may be realized.
- Credit Risk: The price of a bond depends on the issuer's credit rating, or perceived ability to pay its debt obligations. Consequently, increases in an issuer's credit risk, may negatively impact the value of a bond investment.
- Inflation Risk: When inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- Speculation Risk: The commodities markets are populated by traders whose primary interest is in making short-term profits by speculating whether the price of a security will go up or go down. The speculative actions of these traders may increase market volatility that could drive down the prices of commodities.
- Geopolitical Risk: The world's natural resources are located in various continents and the jurisdiction over those commodities lies with sovereign governments, international companies, and many other entities. Disagreements over licensing agreements, tax structures, environmental concerns, employment of indigenous workers, and access to technology could negatively impact the price of commodities. Additionally, international disagreements over the control of natural resources could negatively impact the price of commodities.
- Currency Risk: Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- Foreign Market Risk: The securities markets of many foreign countries, including emerging countries, have substantially less trading volume than the securities markets of the United States, and securities of some foreign companies are less liquid and more volatile than securities of comparable United States companies. As a result, foreign securities markets may be subject to greater influence by adverse events generally affecting the market, by large investors' trading significant blocks of securities, or by large dispositions of securities, than as it is in the United States.

- Leverage Risk: Although Cook Street does not employ leverage in the implementation of its investment strategies, some ETPs and CEFs employ leverage. Leverage increases returns to investors if the investment strategy earns a greater return on leveraged investments than the strategy's cost of such leverage. However, the use of leverage exposes investors to additional levels of risk and loss that could be substantial.
- Exchange-Traded Funds (ETFs): ETFs are typically investment companies that are legally classified as open end mutual funds or UITs. However, they differ from traditional mutual funds, in particular, in that ETF shares are listed on a securities exchange. Shares can be bought and sold throughout the trading day like shares of other publicly-traded companies and the market price for a share of an ETF may fluctuate from the value of its underlying securities. Consequently, ETF shares may trade at a discount or premium to their net asset value. This difference between the bid price and the ask price is often referred to as the "spread", which generally varies based on the ETF's trading volume and market liquidity. Although many ETFs are registered as an investment company under the Investment Company Act of 1940, some ETFs, in particular those that invest in commodities, are not registered as an investment company. When a model portfolio invests in ETFs and other investment companies, it will indirectly bear its proportionate share of any fees and expenses payable directly by the underlying ETFs or other investment company. Therefore, the client account will incur higher expenses. In addition, ETFs are also subject to the following risks (i) an active trading market for an ETF's shares may not develop or be maintained; (ii) trading of an ETF's shares may be halted if the listing exchange's officials deem such action appropriate, the shares are delisted from the exchange, or the activation of market-wide "circuit breakers" (which are tied to large decreases in stock prices) halts stock trading generally; or (iii) the ETFs may fail to achieve close correlation with the index that it tracks due to a variety of factors, such as rounding of prices and changes to the index and/or regulatory policies, resulting in the deviating of the ETFs returns from that of the index. Not all ETFs carry the same amount of risk (e.g., leveraged ETFs and Inverse ETFs), and certain ETFs are less liquid than others.

Disciplinary Information

Cook Street and its employees have never been involved in any legal or disciplinary events that would be material to a client's evaluation of the company or its personnel.

Other Financial Industry Activities and Affiliations

Cook Street and its employees do not have any relationships or arrangements with other financial services companies that pose any material conflicts of interest.

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

In accordance with SEC Rule 204A-1, Cook Street has adopted the Chartered Financial Analyst (“CFA”) Code of Ethics (the “Code”) and it is applicable to all employees. Among other things, the Code requires Cook Street and its employees to act in a clients’ best interest, abide by all applicable federal and state regulations, avoid even the appearance of insider trading, and pre-clear and report on many types of personal securities transactions. A copy of Cook Street’s Code is available upon request.

Cook Street’s restrictions on personal securities trading apply to all employees, as well as employees’ family members living in the same household. Cook Street monitors employee trading to ensure that employees do not engage in improper transactions. Cook Street does this by maintaining a watch list of restricted securities. Any proposed employee transaction involving securities on the watch list requires preclearance, which is not granted in cases where it would appear that an employee’s trading could disadvantage Cook Street’s clients.

As Cook Street does not recommend individual securities (e.g. separate stocks or bonds) to clients, there exists no potential conflict of interest with regard to securities in which an employee may have a material interest.

Brokerage Practices

Selection of a broker-dealer is generally at a client’s discretion. Cook Street does not select or recommend brokers. If a client chooses to direct brokerage to one broker-dealer, Cook Street may be unable to obtain the most favorable execution of client transactions. Cook Street does not aggregate orders.

Cook Street does not participate in any soft dollar arrangements.

Review of Accounts

Reviews of accounts generally take place (i) quarterly, (ii) annually, and/or (iii) at the request of the client. The frequency of these reviews is largely dependent on a client’s preference. These reviews are typically performed in person or via video and/or conference call by one or more of Cook Street’s senior investment and consulting team members.

These reviews cover topics including, but not limited to:

- Market overview
- Plan overview
- Investment manager due diligence such as
 - Correlation to style or peer group
 - Historical absolute, relative and risk-adjusted performance
 - Track record & tenure
 - Assets under management
 - Holdings & style consistency
 - Expense ratios/fees and structure
 - Any other factors considered relevant

Clients and the participants in the clients' plans receive account statements directly from their chosen custodian on at least a quarterly basis. Cook Street encourages its clients to review these statements and contact their custodian should they have any questions. Cook Street does not have custody of any client asset and as such do not prepare custodial statements.

Cook Street does prepare written quarterly Investment Management Reports for retirement plan sponsors, foundations and endowments. These should also be reviewed and any questions should be directed to Cook Street.

Client Referrals and Other Compensation

Cook Street may retain the right to compensate other individuals for client referrals. Such arrangements may consist of a negotiable, one-time fee paid for introduction to and assistance in winning a Request for Proposal ("RFP") process to obtain a client. Any solicitation arrangement in which Cook Street participates will be done so in accordance with Rule 206(4)-3 of the Investment Advisers Act of 1940, as amended.

Custody

Cook Street does not maintain custody of any client accounts. Ultimately, clients choose their custodian independently.

Account custodians send statements directly to the account owners on at least a quarterly basis. Clients should carefully review these statements and contact their custodian with any questions.

Investment Discretion

Cook Street generally acts in a non-discretionary role under Section 3(21)A of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

Under certain client agreements, Cook Street acts as an investment manager/discretionary fiduciary within the meaning of Section 3(38) of ERISA. Cook Street's appointment as an investment manager extends only to the responsibility of selecting, monitoring and replacing investments or investment options.

Whether Cook Street acts in a non-discretionary or discretionary role, Cook Street's clients may impose restrictions on investing in certain types of securities.

Voting Client Securities

Cook Street generally acts in a non-discretionary role under Section 3(21)A of ERISA. In these engagements Cook Street does not vote proxies. Clients receive proxies directly from their custodian or record keepers. Clients may contact Cook Street with questions regarding a solicitation.

Under certain client agreements, Cook Street acts as an investment manager/discretionary fiduciary within the meaning of Section 3(38) of ERISA. Cook Street's authority to vote mutual fund proxies or act with respect to other fund shareholder actions is established through the

delegation of discretionary authority under our investment advisory contracts. Cook Street votes fund proxies received by the record keeper for certain clients who have engaged Cook Street in a full discretionary manner, generally as defined by ERISA Section 3(38). Cook Street does not vote proxies related to individual securities such as stocks or bonds.

A copy of Cook Street's proxy voting policies and procedures is available upon request.

Financial Information

Cook Street has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.