

# **Center Capital Partners, LLC**

## **FIRM BROCHURE (Part 2A of Form ADV)**

**October 16, 2024**

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**Part 2A of Form ADV (the “Brochure”) provides information about the qualifications and business practices of Center Capital Partners, LLC (“CCP” or the “Firm”). If you have any questions about the contents of this Brochure, please contact our Chief Compliance Officer at (310)-456-1000. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.**

**Additional information about CCP and its investment adviser representatives is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**Center Capital Partners, LLC is an SEC registered investment adviser. Registration does not imply any level of skill or training.**

## ITEM 2: MATERIAL CHANGES

On October 16, 2024, language was added to Item 5 to disclose that the receipt by CCP or an affiliate of acquisition, leasing override, property management, pre-development, development or constructions fees is a potential conflict of interest as CCP has an incentive to recommend and purchase real estate assets that will generate such fees for CCP. Further, that in such cases, the fees charged are typically comparable to those charged by either independent third party or owner affiliated property management companies and that in any case, when CCP is expected to provide services to a Fund, a specific fee or a fee range is disclosed to investors prior to making a decision to invest.

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## **ITEM 4: ADVISORY BUSINESS**

### **A. Description of Firm and Principal Owners**

Center Capital Partners, LLC (“CCP” or the “Firm”), a Delaware limited liability company, commenced operations in 2021 and became registered with the Securities and Exchange Commission as an investment advisor in 2024. CCP is owned through various intermediaries by Alexander Valner and the Ken Moelis Dynasty Trust and the Julie Moelis Dynasty Trust.

### **B. Description of Advisory Services Offered**

CCP serves as the management company for a number of private real estate investment funds (the “Funds”). CCP manages the Funds on a discretionary basis. See Item 8 for more information regarding CCP’s investment strategies.

All of the Funds are exempt from registration under the Investment Company Act of 1940, as amended (the “Investment Company Act”), pursuant to Sections 3(c)(7) of the Investment Company Act. A limited liability company affiliated with CCP serves as the managing member or general partner of each of the Funds (the “GPs”). As used herein, the term “Clients” generally refers to the Funds as well as other funds and clients CCP may, from time to time, serve as the investment advisor or management company.

### **C. Customized Services for Individual Clients**

CCP manages the assets of the Funds based on the investment objectives and limitations stated in the governing documents of the Funds. CCP does not tailor its investment management services to the specific needs of any Fund investor.

CCP, the Funds, the GPs, or their affiliates on behalf of the Funds, may from time to time enter into side letter agreements or similar agreements (“Side Letters”) with one or more investors, whereby such investors may be granted favorable rights not afforded other investors. Such rights may include the waiver of management and/or promote or carried interest, right of first refusal for interest in a successor fund, veto rights (such as with regard to new transactions by a Fund or the admittance of new investors in a Fund), or preferential economic terms. Side Letters may be entered into by a Fund without the consent of other investors in the Fund. Additionally, except as may be required under the offering documents of the Fund, Side Letters will not be disclosed to other investors in the Fund. These other investors will have no recourse against CCP, the Fund, the GP, and/or their affiliates in the event that certain investors receive additional and/or different rights and/or terms as a result of Side Letters. As a result, CCP may face potential conflicts of interest if it manages the assets of the Fund in accordance with such risk parameters in order to preserve the investments of investors with Side Letters.

In addition, the Funds may from time to time co-invest with third parties through partnerships, joint ventures, or similar arrangements or entities. Such investments may involve risks that would not otherwise be present in investments where a third party is not involved. Such risks include, among other things, the possibility that the third party may have differing economic or business goals than those of the Fund, or that the third party may be in a position to take actions that are inconsistent with the investment objectives of the Fund. There may also be instances where the Fund could potentially be liable for the actions of third-party co-investors. There can be no assurance that the return of a Fund participating in a transaction with a third party would be equal to and not less favorable as it would have been had such conflict not existed.

**D. Participation in Wrap Programs**

CCP does not participate in any wrap fee program.

**E. Amount of Client Assets Managed**

As of March 31, 2024, the following represents the amount of client assets under management by the Firm on a discretionary and non-discretionary basis:

Type of Account	Assets Under Management
Discretionary	\$324,619,983
Non-Discretionary	\$0
<b>Total:</b>	<b>\$324,619,983</b>

**ITEM 5: FEES AND COMPENSATION**

**Compensation for Advisory Services**

The fees applicable to a Fund are set forth in detail in its offering materials, disclosure documents, management agreements and/or governing documents of the Fund. The share of compensation earned by CCP and its affiliates with regard to a Fund will vary among investors pursuant to the terms of the governing documents, side letter agreements or other arrangements with specific investors in the Fund. In particular, these investors may receive direct or indirect reductions of management fees or other compensation otherwise payable with respect to their investments managed by CCP.

A brief summary of the types of fees CCP and its affiliates will receive, as well as other fees and expenses the Funds may incur, is provided below.

### Management Fees and Performance-Based Compensation

During the term of certain Funds, CCP or an affiliate may be paid quarterly a management fee (typically 1.50% per annum), calculated as a percentage of capital contributions (or, alternatively, unreturned capital contributions) made to the Fund.

The respective GP of a Fund is generally entitled to receive performance-based compensation in the form of carried interest if certain conditions are met. Such conditions generally include the return of contributed capital and the payment of a preferred return to Fund investors. This carried interest generally represents a share of distributions after such conditions have been met, and may increase from 25% to a higher percentage after certain additional return thresholds have been satisfied. Please see Item 6 for more information regarding the performance-based compensation CCP and its affiliates may receive.

Management fees charged by CCP and any performance-based compensation for the benefit of a GP are generally set forth for all Fund investors in the Fund's offering documents, are generally non-negotiable and are paid or distributed directly from the Fund.

### Other Fees

As specifically detailed in each Fund's offering documentation, Funds may also bear other fees such as acquisition, leasing override, property management, pre-development, development or constructions fees. The receipt of such fees by CCP or an affiliate is a potential conflict of interest as CCP has an incentive to recommend and purchase real estate assets that will generate such fees for CCP. In such cases, the fees charged are typically comparable to those charged by either independent third party or owner affiliated property management companies. In any case, when CCP is expected to provide services to a Fund, a specific fee or a fee range is disclosed to investors prior to making a decision to invest.

### Additional Fees and Expenses

In addition to the fees described above, a Fund will generally pay or reimburse all out-of-pocket expenses incurred in connection with the organization and formation of the Fund and any related investment vehicle. The organizational costs paid by a Fund may be limited to a percentage of the aggregate capital commitments of the Fund.

In addition, as disclosed in the Fund's governing documents, a Fund will typically pay or reimburse all reasonable and customary fees, costs, expenses, liabilities and obligations, including, but not limited to, those relating or attributable to the following: (i) activities with respect to identifying, evaluating, developing, leasing, negotiating, structuring, sourcing, organizing, consummating, acquiring, bidding on, financing and re-financing (including all interest and other borrowing-related costs), managing, monitoring, owning, operating, valuing, dissolving, winding-up, liquidating, restructuring, taking public or private or otherwise dealing

with investments of the Fund; (ii) legal, filing, brokerage, accounting, auditing, consulting, escrow, custodial, administration (including fees and expenses associated with any third-party administrator), information, appraisal, advisory, valuation (including third-party valuations, appraisals or pricing services), research, tax and other professional services; (iii) litigation (including any judgment, other award or settlement) and indemnification (including any fees, costs and expenses incurred in connection with indemnifying any investor or other person of the Fund; (iv) insurance premiums, including directors and officers liability, errors and omissions liability and other insurance and regulatory expenses with regard to the activities of an investment or project entity of the Fund; (v) the preparation, distribution or filing of fund-related or investment-related financial statements or other reports, tax returns, tax estimates, Schedules K-1, administrative, compliance or regulatory filings or reports; (vi) any meetings of investors in the Fund; (vii) any taxes, fees, or other governmental charges levied against a project entity of the Fund; (viii) financing, commitment, origination and similar fees and expenses; (ix) any travel, meals or entertainment, including in connection with consummated and unconsummated disposition opportunities; and (x) the termination, liquidation, winding up or dissolution of the Fund or an investment or project entity.

Certain of the Funds may pay all or a portion of the out-of-pocket expenses of an anchor investor that are incurred in connection with the anchor investor's investment in a respective Fund, and with respect to any real estate project managed by a third party, the Fund's investment may be subject to additional management fees, expenses and performance-based compensation.

#### **ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

CCP and its affiliates receive performance-based compensation as a percentage of distributed gains in the form of carried interest, in each case, in accordance with Section 205(3) of the Advisers Act, or Rule 205-3 thereunder.

A performance-based compensation arrangement in the form of carried interest creates an incentive for CCP to recommend investments that are more risky or speculative than those that would be recommended under a different arrangement. Additionally, under a performance-based compensation structure via a carried interest, CCP and its affiliates may benefit when capital gains are recognized and, because they determine when an investment is sold, CCP and its affiliates could possibly control the timing of the recognition of such capital gains. To help mitigate this conflict of interest, CCP's policies and procedures seek to provide that investment decisions are made in accordance with the fiduciary duties owed to clients and investors, without consideration of CCP's (or CCP's personnel's) other interests.

#### **ITEM 7: TYPES OF CLIENTS**

CCP provides investment advisory services to private funds.

The minimum investment in the Funds generally ranges from \$25,000 to \$100,000, depending upon the Fund. CCP, in its sole discretion, may accept lower investment amounts.

With exceptions where permitted by applicable law, CCP generally requires that the underlying investors in the Funds be “accredited investors” as defined in Rule 501 of Regulation D and “qualified clients” as defined in Rule 205-3 of the Advisers Act, which definition includes “qualified purchasers”.

## **ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

*The investment strategies CCP pursues are speculative and entail substantial risks. Clients and investors should be prepared to bear a substantial loss of capital. Past performance is not necessarily indicative of future results and therefore clients and investors should never assume that the future performance of any specific investment or investment strategy will be profitable. There also can be no assurance that the investment objectives or targeted returns of the Funds or any client will be achieved.*

### Investment Strategies

#### **Real Estate Rehabilitation and Development**

CCP analyzes potential real estate investments by examining the underlying real estate metrics, including property type, geographic market, market supply and demand, physical attributes, project leasing, developer and property manager strength, leverage and debt ratios, and projected returns with respect thereto. Often real estate development projects are new endeavors and have no prior operating history.

#### **Opportunity Zone Funds**

CCP manages at least one Fund that seeks to qualify for certain tax incentives under the Opportunity Zones program, which was designed to incentivize long-term real estate investments in economically distressed communities. In order to capture these tax incentives, special purpose vehicles (“Qualified Opportunity Funds”) are formed that must develop or “substantially improve” an applicable land/asset by at least 100% of the value of the existing building within 30 months of acquisition. In acquiring a particular property, leverage will generally be employed. In addition, due to the long-term nature of this strategy, investors in such a Fund will generally be required to hold an interest for at least ten years.

#### **Investments with Third Parties in Joint Ventures and Other Entities**

The Funds will from time to time hold non-controlling interests in another entity (the “Fund Subsidiary”), which may be, or which may be controlled by, an entity unaffiliated with CCP. In such cases, a third party will have material rights with respect to the operations, management,

and governance of the investment, the Fund Subsidiary, and will involve risks not present in investments where a third party is not involved, including the possibility that such third party may have financial difficulties resulting in a negative impact on the relevant investment and the Fund, may have economic or business interests or goals which are inconsistent with those of the Fund, or may be in a position to take action contrary to the investment objectives of the Fund.

### **Control Issues**

In certain cases, CCP will exercise control over the investments and investment-related entities. The exercise of control over such entities and assets can impose additional risks of liability for environmental damage, failure to supervise management, violation of government regulations (including securities laws) or other types of liability in which the limited liability characteristics of business ownership may be ignored. If any of these liabilities were to arise, the Fund might suffer a significant loss.

In certain circumstances, a third party will have consent rights regarding the management or sale of a Fund investment. Therefore, CCP may be limited in its ability to direct the management of, or decisions regarding the sale of, such investment. As a result of the foregoing, the Fund may have a limited ability to protect its position in the investment and may not be able to dispose of the investment at a time when it otherwise would have.

### **Bridge Investments**

From time to time, the investment entities may make loans on a short-term, unsecured basis in anticipation of a future equity or long-term debt take-out refinancing. There can be no assurance that such takeout refinancing will occur on time, on desirable terms or at all, and such bridge loans may remain outstanding. In such event, the interest rate on such loans may not adequately reflect the risk associated with the unsecured position taken by the relevant investment entities.

### **Specific Risks**

The summary of risks below does not purport to be a complete list or explanation of the risks involved in CCP's investment strategies and the types of securities and asset classes utilized by CCP in seeking to implement these strategies. The offering materials, disclosure documents and/or governing documents of the Funds (or other Clients) of CCP may include a more detailed summary of material risks applicable to the Funds and Clients.

Investors and clients should be aware that there are many potential risks associated with real estate investing, including: adverse economic conditions, capital market pricing volatility, deterioration of space market fundamentals, value fluctuations, illiquidity, leverage, development and lease-up risk, tenant credit issues, physical and environmental conditions,

force majeure, local, state or national regulatory requirements, declining rents and increasing expenses, loss of key personnel, and other unforeseen events.

Certain of the risks associated with CCP's Funds and investment strategies are described in more detail below:

- Due to the numerous risks associated with CCP's investment strategies, the lack of a public market for the interests in the Fund, and restrictions on the transfer of interests in the Funds, certain investments are only suitable for sophisticated investors who are willing and able to hold investments in the Funds for an extended period of time and who understand they may lose all or a significant portion of their invested capital.
- The Funds are not registered under the Investment Company Act of 1940 as amended, (the "1940 Act"). Consequently, investors in a Fund will not receive the protections of the 1940 Act afforded to investors in registered investment companies.
- CCP's investment strategies involve a high degree of illiquidity and a long-term commitment of capital on the part of clients and investors. There may be a significant period of time before the Funds have completed their investment program and the return of capital and the realization of gains, if any, from portfolio investments may not occur until a number of years after such investments are made, if at all. In addition, investments made by CCP may be illiquid, which may result from the absence of an established market for the portfolio of the Funds or other Clients, as well as from legal, contractual or other restrictions on their resale. This illiquidity may interfere with CCP's ability to dispose of investments in a timely manner or adversely affect the terms of such dispositions.
- With regard to the value of real estate and real estate-related securities in general, these investments can be significantly affected by interest rate fluctuations, bank liquidity and the availability of financing, as well as by regulatory or governmentally imposed factors such as zoning changes, an increase in property taxes, the imposition of height or density limitations, the requirement that buildings be accessible to disabled persons, the requirement for environmental impact studies, the potential costs of remediation of environmental contamination or damage, the imposition of special fines to help reduce traffic congestion or to provide for housing, competition from other investors, changes in laws, wars and earthquakes, typhoons, terrorist attacks or similar events.
- Property risks generally include such factors as investment risk (including property and market selection, investment underwriting and due diligence, investment structure, hold/sell strategy); operational risks (including leasing and property management, revenue and expense management, financial management, and property and casualty insurance); development and leasing risks and financing risks. These risks are monitored by CCP's investment team.
- Income from income-producing real estate can be adversely affected by general economic conditions, local conditions such as an oversupply or reduction in demand for

space in the area, competition from other available properties, inadequate maintenance and inadequate coverage by insurance.

- CCP will typically employ leverage as part of its investment strategies. The potential benefit of leverage is that it can amplify investment returns. Leverage also increases risk, however, because it can magnify negative returns if investment performance and/or market conditions deteriorate.
- Certain investors in a Fund may be required to disclose confidential information relating to portfolio investments and financial results of the Fund to the public or to third parties that request such information, pursuant to federal, state, local or foreign laws or regulations. Disclosure of this confidential information may adversely affect the Fund and/or its investors.
- CCP may invest on behalf of the Funds alongside strategic, financial or other third-party co-investors. Such investments involve additional risks which may not be present in investments which do not involve a co-investor, including the possibility that a co-investor may at any time have economic or business interests or goals that are not consistent with those of the Fund, may be in a position to take action contrary to the Fund's investment objectives, or may default on its obligations. In addition, such co-investments may or may not be on substantially the same terms and conditions as the Fund and may or may not be disposed of at the same time or on the same terms as dispositions by the Fund. In addition, under certain circumstances a Fund may be liable for actions of its co-investors. To reduce the possibility of liability, CCP may seek to have the assets held through limited liability entities and, where appropriate, obtain indemnities from the co-investors.
- CCP typically invests in securities where the valuation involves uncertainties and determinations based on judgments of the firm. Such investments may not ultimately be valued in the capital markets at prices and/or within the time frame CCP anticipates. In addition, third-party pricing information regarding investments made by CCP are generally non-existent. Instead, the values of portfolio investments are generally determined based on fair valuations made by CCP or the GP of a Fund. Fair value pricing, however, involves judgments that are inherently subjective and inexact, since fair valuation procedures are used only when it is not possible to be sure what value should be attributed to a particular asset or when an event will affect the market price of an asset and to what extent. As a result, there is no assurance that fair value estimates will reflect actual market value and it is possible that the fair value estimated for a security will be materially different from the value that actually could be or is realized upon the sale of that asset.
- With regard to Funds that seek to substantially improve real estate properties under the Opportunity Zones program, there is execution and market risk associated with the Fund's ability to construct the building on time and on budget, realize the projected rent levels, and achieve the projected returns. There is also tax liability risk if a particular property is assessed at a level in excess of the expected value and any resulting appeal is unsuccessful. Leverage will also generally be employed so a substantial rise in interest rates would negatively impact multifamily and commercial real estate and reduce the

chances of being able to refinance a property with attractive debt terms and interest rates. There is also no guarantee that a Fund will qualify as a “Qualified Opportunity Fund” and that investors in the Fund will be eligible for certain tax benefits.

- Certain investments made by CCP may require extensive due diligence activities prior to acquisition. Due diligence may include financial, legal and other review and analysis by business or technical consultants, any or all of which may entail significant third-party expenses. In the event that a prospective investment is not consummated, some or all of such third-party expenses and any termination fees may be borne by a Fund.
- Investments made by CCP may be vulnerable to potential litigation arising from disputes about the acquisition, development, construction, rehabilitation, operation, maintenance and disposition of the investment properties. Disputes or litigation may include construction problems or delays, violations of federal, state or local ordinances, property tax valuations and assessments, rents or profit controls, disputes regarding the terms of lease agreement with lessees or any other contract or other agreements affecting the properties. Disputes or litigation may also arise as a result of injuries sustained by lessees or other individuals present on a property. Regardless of the outcome of any future actions, claims, or investigations, a Fund may incur substantial defense costs and such actions may cause a diversion of management time and attention. It is also possible that a Fund may be required to pay substantial damages or settlement costs which could have a material adverse effect.
- The success of CCP’s investment strategies depend significantly upon the skill and expertise of the firm’s investment professionals. Such professionals may not continue to be associated with the firm throughout the term of a Fund or the duration of an advisory relationship, and any departure or resignation of any key professionals could have an adverse impact on the performance of CCP’s investment strategies.
- CCP generally makes a limited number of investments for each of the Funds and, as a consequence, the aggregate returns of a Fund may be materially affected by the performance of a single investment.

#### **ITEM 9: DISCIPLINARY INFORMATION**

There are no legal or disciplinary events that are material to a client’s or prospective client’s evaluation of CCP’s advisory business or the integrity of CCP’s management.

#### **ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

Neither CCP, nor any member of its management, is registered as a securities broker-dealer, or a futures commission merchant, commodity pool operator or commodity trading advisor.

Jordan Moelis, a Partner and member of the Investment Committee of CCP, is the Managing Partner and Portfolio Manager of Deep Field Asset Management (“Deep Field”), an investment advisory firm making public and private equity investments. These investments are typically

unrelated to the real estate private equity industry in which CCP operates. In addition, from time to time, it is possible that Jordan Moelis will hold company board positions through investments made by managed private funds. Some of these board positions could include the provision of compensation—though no compensation arrangements currently exist for Jordan Moelis. From time to time, these board positions will afford Jordan Moelis board voting rights to direct a company's business, which could conflict with investors of a Fund. Moreover, there is a potential conflict of interest as a result of Jordan Moelis' affiliation with Deep Field since he may have an incentive to spend more time and resources with regard to Deep Field's investment strategies, to the detriment of CCP's Funds and Clients. This conflict of interest is mitigated by the fact that CCP and Deep Field generally have different investment strategies and therefore are unlikely to be competing for the same investment opportunities.

Ken Moelis, an indirect owner of CCP, is the Founder, Chairman, and Chief Executive Officer of Moelis & Company, a publicly traded broker-dealer and investment banking firm. Ken Moelis has no management role with CCP.

#### **ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

The principals and employees of CCP have adopted a Code of Ethics for the purpose of instructing its personnel in their ethical obligations and to provide rules for their personal securities transactions. The Firm owes a duty of loyalty, fairness and good faith towards its clients, and the obligation to adhere not only to the specific provisions of the Code but to the general principles that guide the Code.

The Code of Ethics covers a range of topics that include the following: general ethical principles, receipt and giving of gifts and entertainment, reporting personal securities trading, exceptions to reporting securities trading, initial public offerings and private placements, and insider trading. CCP will provide a copy of the Code of Ethics to any client or prospective client upon request.

As part of CCP's fiduciary duty to its clients, the firm and its supervised persons seek at all times to put the interests of its clients first, and at all times are required to adhere to CCP's Code of Ethics. CCP's principals and employees may have positions in securities that are also recommended to the Funds and other Clients. To help mitigate any actual or potential conflict of interest, the Code of Ethics includes restrictions and procedures on investment transactions in which CCP's officers, directors and certain other persons have a beneficial interest. These restrictions and procedures include the following:

- 1) Pre-clearance of certain personal securities transactions, including securities in any initial public offering or limited offering and companies where CCP has inside information
- 2) Reporting of personal securities transactions on a quarterly basis

- 3) Initial and annual reporting of securities holdings
- 4) Review of employee trades involving reportable securities each quarter and holdings reports initially/annually.

It is CCP's policy to generally avoid principal and cross transactions.

## **ITEM 12: BROKERAGE PRACTICES**

CCP primarily invests in private securities and does not frequently engage in trading of public securities. As a result, CCP's transactions on behalf of the Funds and other Clients are generally privately negotiated and may not involve a broker-dealer. CCP, in such cases, seeks an efficient transaction execution, consistent with CCP's fiduciary duty to Clients. If a broker-dealer is used for Client transactions, CCP will evaluate the broker-dealer based on several factors, which may include price, reputation and ability to execute the relevant transaction(s). CCP has a fiduciary duty to seek to achieve "best execution" for its Clients. This does not necessarily entail seeking to achieve the lowest possible commission; rather, seeking to achieve best execution involves a qualitative evaluation by CCP of all factors the firm deems relevant under the circumstances, including the full range and quality of brokerage services available.

CCP does not have any arrangements to receive soft dollar benefits in connection with client securities transactions. CCP, however, may, from time to time, have access to research provided by the broker-dealers used for transactions.

CCP does not consider, in selecting or recommending brokers or dealers, whether CCP or related persons receive Client referrals from such broker-dealer or other third party

CCP does not routinely recommend, request, or require that a Client direct CCP to execute transactions through a specified broker dealer.

### **E. Aggregation and Allocation of Orders**

It is CCP's policy to allocate investment opportunities in a fair and equitable manner and not favor certain Funds or other Clients. The allocation of investment opportunities among a Fund and other Clients will be governed by their respective governing documents, if applicable. As a general matter, CCP will allocate investment opportunities to the appropriate fund based on strategy, size and other considerations, subject to any tax, regulatory or legal restrictions applicable. When allocating the same investment opportunity across multiple managed or advised investment vehicles, CCP will comply with all agreements of the applicable Funds.

## **ITEM 13: REVIEW OF ACCOUNTS**

### **A. Review of Accounts**

Securities transactions made on behalf of the Funds are generally negotiated by CCP on terms that are in the best interest of the Funds and that are consistent with the investment guidelines, restrictions and procedures set forth in the governing documents. Portfolio investments are monitored continuously by CCP and meetings are held by investment personnel as needed to discuss current as well as prospective investments of the Funds.

**B. Review Triggers**

CCP reviews the Funds regularly, as described above. In addition, CCP has a valuation committee which meets periodically and is responsible for reviewing the fair value of the Funds' investments.

**C. Content and Frequency of Account Reports to Clients**

Investors are generally provided with quarterly reports with the fair value of each investment, as determined by CCP. In addition, investors will receive annual audited financial statements, as discussed in Item 15 of this Brochure.

**ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION**

**A. Economic Benefits for Providing Services to Clients**

CCP does not receive economic benefits from non-clients for providing investment advice or other advisory services.

**B. Compensation to Non-Supervised Persons for Client Referrals**

CCP may enter into arrangements with placement agents for introducing potential investors to the Fund or other Clients. Receipt of such compensation could create a conflict of interest because it makes it more likely that the placement agents will recommend Funds to prospective investors. Currently, neither CCP nor any related person directly or indirectly compensates any person, including placement agents, for client referrals.

**ITEM 15: CUSTODY**

CCP is deemed to have "custody" of client assets within the meaning of Rule 206(4)-2 under the Advisers Act when CCP or a related person acts in any capacity that gives it legal ownership of, or access to, client assets, (e.g., when CCP serves as a general partner, managing member, or comparable position for a Fund). The investors in a Fund are not the clients of the firm; however, each investor in a Fund will receive audited financial statements of the Fund, prepared in accordance with generally accepted accounting principles, within 120 days

following the Fund's fiscal year end (or within 180 days to the extent that a Fund is deemed to be subject to requirements applicable to a "fund of funds" under applicable laws and regulations). Investors should review these audited financial statements carefully.

#### **ITEM 16: INVESTMENT DISCRETION**

CCP has discretionary authority for the Funds and other Clients for which it is the investment adviser.

CCP's investment decisions and advice with respect to the Funds and other Clients are subject to their respective investment objectives and guidelines, as set forth in their offering documents.

#### **ITEM 17: VOTING CLIENT SECURITIES**

In accordance with SEC requirements, CCP has adopted Proxy Voting Policies and Procedures (the "Proxy Policies") to address how CCP will vote any proxies that it receives for the Funds' portfolio investments. The Proxy Policies seek to ensure that CCP votes proxies (or similar instruments) in the best interests of the Funds and ahead of CCP's interests, including when there may be conflicts of interest in voting proxies.

If CCP believes that a particular proposal presents a material conflict of interest, CCP will determine how to vote that proposal by taking into consideration various factors, including the investment objectives and strategies of the relevant Fund and any procedures set forth in the governing documents of the relevant Fund. In casting votes, CCP believes that a material conflict of interest between the Fund and CCP does not arise solely as a result of CCP's involvement with the particular portfolio company (i.e., a CCP representative serving as an officer or director of a particular portfolio company). CCP will document the factors considered in determining how to vote a proposal that presents a material conflict of interest.

Clients may obtain a complete copy of the Proxy Policies by contacting CCP in writing and requesting such information. Each client may also request, by contacting CCP in writing, information concerning the manner in which proxy votes have been cast with respect to portfolio securities held by the relevant client during the prior annual period.

#### **ITEM 18: FINANCIAL INFORMATION**

CCP is not required to include a balance sheet for its most recent fiscal year, is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to Clients, and has not been the subject of a bankruptcy petition at any time during the past ten years.