



MISSION CREEK  
CAPITAL PARTNERS

## Form ADV Part 2A

Firm Brochure

*for*

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This brochure provides information about the qualifications and business practices of Mission Creek Capital Partners, Inc. If you have questions about the contents of this brochure, please contact us at (415) 363-0400 or by email at [info@missioncreekcap.com](mailto:info@missioncreekcap.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.

Mission Creek is a Registered Investment Adviser. The registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Investment Adviser provide you with information from which you determine whether to hire or retain an Investment Adviser.

Additional information about Mission Creek Capital Partners, Inc. is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. The CRD number for Mission Creek is 151514.

March 20, 2024

## Item 2: Material Changes

Mission Creek Capital Partners, Inc. ("Mission Creek") is required to advise you of any material changes to our Firm Brochure ("Brochure") from our last annual update. Mission Creek is required to state that it is only discussing material changes from its last update which occurred on November 15, 2023.

Since Mission Creek's last ADV annual update:

- Item 4.E has been updated to reflect regulatory assets under management.
- Item 12.A has been updated to reflect the removal of TD Ameritrade as a custodian after its consolidation with Charles Schwab & Co., Inc.

Mission Creek will ensure that you receive a summary of material changes, if any, to this and subsequent disclosure brochures within 120 days after its fiscal year ends. Mission Creek's fiscal year ends on December 31st so you will receive the summary of material changes, if any, no later than April 30<sup>th</sup> each year. At that time, Mission Creek will also offer a copy of the most current disclosure brochure. It may also provide other ongoing disclosure information about material changes when warranted.

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## **Item 4: Advisory Business**

### **A. Description of the Advisory Firm**

Mission Creek Capital Partners, Inc. ("Mission Creek") is an investment-advisory firm headquartered in San Francisco, California, organized as a California corporation originally in 2009 and registered with the United States Securities and Exchange Commission. Prior to 2018, Mission Creek was registered with the Commissioner of Corporations of the State of California.

Mission Creek is fully independent and employee owned, principally by Henri W. Moudi, CFA, CFP® and Charles S. Gehring, CFA. Mission Creek's fiscal year end is December 31st.

### **B. Types of Advisory Services**

Mission Creek provides specialized investment management and direct- and sub-advisory services on a discretionary basis for institutional and private clients, such as public and private pension plans, endowments and foundations, limited partnerships, general partnerships, family offices, trusts and estates, executives, entrepreneurs and other SEC or state-registered advisory firms.

Mission Creek provides wealth management, advisory and financial planning services. Our wealth and investment management and advisory services consider the asset nature, underlying exposures, concentration risks, diversification goals, liquidity requirements, implementation costs, effective tax management, downside exposure, portfolio and single-stock transition planning and other client objectives.

Mission Creek's services may include investing and holding individual equity and fixed income securities, exchange traded funds, mutual funds, option contracts and cash or money market instruments deemed appropriate for a client based upon a review of that client's investment requirements, risk tolerances and objectives. The firm offers custom investment advisory services which may include investments in equities and securities across a wide range of asset classes.

Mission Creek offers differentiated and customized private equity distribution/post-venture management services for institutional private equity limited and general partners, executives, and entrepreneurs. Mission Creek's private equity distribution management platform seeks to preserve and enhance overall cash-on-cash returns for private equity investors on a separately managed account basis.

#### **Discretionary Investment Advisory Services**

- Custom Portfolio Services
- Private Equity Distribution Management
- Concentrated Stock Management Services
- Separately Managed Account and Sub-Advisory Services
- Portfolio and Single-Stock Transition Management
- Effective Tax Management Strategies

### **Non-discretionary Investment Advisory Services and Planning**

- Non-discretionary Investment Management
- Wealth Management/Financial Planning Services
- Executive Planning
- Income, Education and Retirement Planning
- Tax, Estate and Trust Planning
- Business Succession Planning
- Wealth Transfer and Philanthropy Planning
- Customized Security Research
- ISOs, NSOs, Restricted and Control Stocks, 83(b) Elections Analysis and Planning
- Diagnostic Review of Client's Current Investments and Advisory Engagements
- Rule 10b5-1 Planning
- Defined Benefits and Profit-Sharing Plan Management
- Fiduciary Advisory Services

Most of Mission Creek's clients receive discretionary investment advisory services. Discretionary means Mission Creek has written authorization to make investment decisions on a client's behalf. Using that authority, Mission Creek decides to buy, sell, or hold securities or other investments, including cash, in client accounts and/or allocate assets to one or more of Mission Creek's separate account strategies. We monitor these accounts and proactively buy and sell positions when we believe it is appropriate to help achieve a client's investment return objectives and/or to reduce risk. Mission Creek's discretionary authority may include the ability to select external fund vehicles.

### **Custom Portfolio Services**

Mission Creek tailors an investment strategy to meet the needs of each client. Our customized platform includes, along with Mission Creek's separately managed account strategies, individualized equity and fixed income investment strategies, options strategies and, where suitable, access to alternative investments. Mission Creek's custom portfolio services also include comprehensive review of existing assets to ensure a streamlined and tax efficient transition of a client's assets and/or securities to meet an appropriate asset allocation aligned to individualized investment objectives. Separate accounts allow our direct- and sub-advised clients to own securities directly, and thereby control their own cost-basis.

When necessary, Mission Creek appropriately adjusts exposures to incorporate pre-existing, concentrated positions within our clients' portfolios.

### **Private Equity Distribution Management**

Mission Creek provides customized private equity distribution management services for institutional private equity limited partners, general partners, executives, and entrepreneurs. Stock distributions from venture and private equity funds present private equity investors with multiple challenges that Mission Creek focuses on addressing. The appropriate management of exits is a crucial element of the private equity life cycle that is often overlooked and taken for granted. Our

private equity distribution management platform seeks to best manage, monetize, and maximize the value of securities distributed by venture capital and private equity funds.

Mission Creek's distribution management platform is uniquely positioned to best ensure that private equity exits are effectively and efficiently managed to preserve and enhance overall returns based on our clients' specific hold guidelines, risk parameters and other objectives on a separately managed account basis.

#### **Concentrated Stock Management Services**

Mission Creek provides analysis, research, monitoring, management, and diversification strategies for clients with concentrated stock holdings. These concentrated exposures can arise because of successful private equity-related investments or the acquisition of a closely held business by a publicly traded company. Additionally, executives, entrepreneurs and individuals are often exposed to significant concentrated exposures due to employee related stock holdings and unexercised options gained over time.

Concentrated stock positions can often constitute a large portion of a client's overall portfolio and can cause excessive exposure to specific risks of a single company. Mission Creek can hedge or diversify this risk to suit the investment objectives and risk tolerances of our clients. In some situations, clients seek to generate additional income from concentrated stock positions or portfolios. Mission Creek collaborates closely with clients to develop a strategy to increase the income generated from these positions or portfolios through covered call-writing strategies. The additional cash flow derived from a call-writing strategy has the effect of cushioning downside exposure from a stock's decline.

In many situations, concentrated stock exposures may have a low-cost basis that makes an outright sale of the position unattractive from a tax liability perspective. This is true for those exposures resulting from successful private equity investments and employee-related holdings. Mission Creek utilizes several approaches to mitigate and/or defer the tax impact over time.

#### **Separate Managed Accounts and Sub-Advisory Services**

Mission Creek offers several separate managed account strategies on a direct and sub-advisory basis that utilize individual equities and/or covered call and collared overlays. These strategies are designed to provide a core equity foundation for clients' portfolios through diversification, proactive management, tax efficiency and risk mitigation. Our separate account investment solutions may be used exclusively or in combination within an aggregate portfolio or a custom portfolio which may also include fixed income securities, exchange traded funds, and/or no-load mutual funds. We collaborate with our clients to determine which one, or combination, is best suited to their investment objectives and risk tolerances.

Institutional clients, other SEC or state-registered advisory firms, financial planning firms and family offices (the "primary advisor") have access to our separate managed account strategies on a sub-advisory basis directly and/or through our participation on Charles Schwab's Managed Account Marketplace ("Marketplace"). Mission Creek contracts with the primary advisor to provide investment management services to their clients ("sub-advised client"). Schwab's Marketplace is an

open architecture platform that provides other investment advisors utilizing Schwab Advisor Services® and their clients' access to Mission Creek's turnkey separate managed account strategies.

Under Mission Creek's sub-advisory arrangement, the primary advisor maintains an on-going direct relationship with the sub-advised client and determines that client's investment objectives and whether Mission Creek's strategies are suitable to meet such objectives. Mission Creek reserves the right, in its sole discretion, to not accept a client account under a sub-advisory arrangement.

#### **Effective Tax Management Strategies**

Mission Creek's investment process utilizes an overall asset "allocation" and asset "location" planning approach to best meet client's overall objectives, risk tolerances and to enhance tax efficiency. We employ strategies to improve after-tax returns through the optimized allocation of assets based on their tax efficiency between taxable and tax-deferred accounts and through the appropriate matching of realized gains and losses.

#### **ISOs, NSOs, Restricted and Control Stocks, 83(b) Elections Analysis and Planning**

Mission Creek works with clients with significant incentive stock options (ISOs), nonqualified stock options (NSOs), restricted stock and/or control stock holdings. We provide individualized analysis to determine, in a collaborative manner, the optimal option exercise timing, 83(b) elections and income, capital-gains and AMT tax minimization and deferment strategies, in close collaboration with clients' legal and tax advisors.

#### **Defined Benefits and Profit-Sharing Plan Management**

Mission Creek advises and implements personal tax deferment strategies by maximizing retirement contributions through effectively designed defined benefit plans, profit sharing accounts and maximizing 401(k) safe harbor contributions. These strategies are attractive for small business owners and executives seeking to shelter income during peak earning years for future retirement.

#### **Fiduciary Advisory Services**

Mission Creek also provides qualified and Employee Retirement Income Security Act of 1974 ("ERISA") retirement plan consulting services. These services may involve fiduciary advisory services:

- Recommendations regarding investment selection consistent with ERISA section 404(c)
- Ability to consult on a one-on-one basis with Plan Participants

Mission Creek acknowledges that when providing these fiduciary advisory services, it is acting as a "fiduciary" as such term is defined under Section 3(21)(A)(ii) of ERISA for purposes of providing non-discretionary investment advice only.

Mission Creek will act in a manner consistent with the requirements of a fiduciary under ERISA if, based upon the facts and circumstances, such services cause Mission Creek to be a fiduciary as a matter of law. However, in providing the fiduciary advisory services, Mission Creek (a) has no responsibility and will not (i) exercise any discretionary authority or discretionary control respecting management of the client's retirement plan, (ii) exercise any authority or control respecting management or disposition of assets of the client's retirement plan, or (iii) have any discretionary



authority or discretionary responsibility in the administration of the client's retirement plan or interpreting the client's retirement plan documents, (b) is not an "investment manager" as defined in Section 3(38) of ERISA and does not have the power to manage, acquire or dispose of any plan assets, and (c) is not the "Administrator" of the client's retirement plan as defined in ERISA.

#### **Retirement Accounts - Acknowledgement of Fiduciary Status Under ERISA and the Internal Revenue Code**

When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours.

Under this special rule's provisions, we must:

- Meet a professional standard of care when making investment recommendations;
- Never put our financial interests ahead of yours when making recommendations;
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

#### **Retirement Accounts - Conflicts of Interest Regarding Rollover Recommendations**

When leaving an employer, you typically have four options regarding your existing retirement plan:

- Leave the assets in the former employer's plan, if permitted;
- Roll over the assets to the new employer's plan, if one is available and rollovers are permitted;
- Roll over the assets to an Individual Retirement Account ("IRA"); or
- Take a full withdrawal in cash, which would result in ordinary income tax and a penalty tax if you are under age 59 1/2.

If Mission Creek recommends that you roll over your 401(k) or other qualified plan assets to an IRA, this rollover recommendation presents a conflict of interest in that Mission Creek would receive compensation (or may increase current compensation) when investment advice is provided following your decision to roll over your plan assets. Mission Creek will discuss your retirement plan options including retention of your 401(k) or qualified plan assets with your current plan, if allowed. Prior to deciding, you should carefully review the information regarding your rollover options. Clients are under no obligation to rollover retirement plan assets to an account managed by us.

Furthermore, as an ERISA fiduciary we may have the following additional conflicts as described here:

- **Negotiability of Fees:** As stated in Item 5, below, Mission Creek retains the authority to negotiate our fees based on a variety of factors. We discuss in Item 5 below the various ways in which we mitigate such conflicts.

- **Product Selection:** Mission Creek has imposed no restrictions or limitations on the selection of products or services which may be offered to Retirement Investors. To mitigate the inherent risks resulting from these arrangements, Mission Creek oversees and monitors the recommendations being made to verify they are always consistent with the client's best interests.

### **C. Client Tailored Services and Client Imposed Restrictions**

Through our discussions with each advisory client, we develop a wealth management and investment plan for that advisory client based on, among other things, the advisory client's circumstances, financial goals or objectives, risk tolerance, time horizon and liquidity needs. Mission Creek closely consults with clients and adjusts its strategies to accommodate client requests to alter investment choices. We will perform on-going monitoring of your account, provide you with quarterly reports and conduct periodic investment reviews. Clients may impose reasonable restrictions on investing in certain securities or types of securities and targeted hold periods.

### **D. Wrap Fee Programs**

Mission Creek does not currently participate in any wrap fee programs.

### **E. Regulatory Assets Under Management**

Mission Creek managed \$546,970,715 on a discretionary basis and no assets on a non-discretionary basis as of March 20, 2024.

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

### **A. Fee Schedule**

Mission Creek charges an annualized fee for its investment management services based on a percentage of assets under advisement typically ranging between 0.60% - 1.50%.

Mission Creek's management fees for its investment management services for private clients are based on assets under management and depend on the size, complexity of clients' account(s) and other business considerations. Fees are payable quarterly in advance or in arrears. Fees are calculated based on closing account values on the last day of the previous quarter. The minimum quarterly fee is \$750. Mission Creek may group related client accounts to determine annualized fees and achieving the minimum account size. Mission Creek reserves the right to negotiate and to waive its minimum fee requirements and to adjust its advisory fees for new clients while retaining prior fee arrangements for existing clients.

Mission Creek charges additional management fees for its option overlay, covered call, collared and concentrated stock management strategies. Mission Creek provides a reduced fee structure for its separately managed account strategies when utilized on a sub-advisory basis.

Mission Creek charges for its standalone advisory and planning services on an hourly basis, ranging from \$250 to \$350 per hour. An estimate for the total hours is determined at the start of an advisory relationship.

Mission Creek charges for its private equity distribution management/post-venture services based on a percentage of distribution value or liquidation value managed and performance-based fee structures. Mission Creek charges for its private equity distribution management services based on a sliding scale based on assets managed which resets annually.

## **B. Payment of Fees**

Mission Creek's management fees for its investment management services are payable quarterly in advance or in arrears and are due on the first day of the calendar quarter. Fees are generally deducted directly from clients' accounts pursuant to a written agreement. In certain situations, Mission Creek's clients may be billed directly.

Mission Creek's fees for its private equity distribution management/post-venture services are payable quarterly in arrears based on the just ended quarter's value of assets managed or liquidated.

## **C. Clients Are Responsible for Third Party Fees**

Mission Creek's management fees do not include custodial fees to third-party custodians, nor do they include brokerage commissions or other transaction fees to third-party broker/dealers. Clients will incur brokerage and other transaction costs. Refer to Item 12 regarding brokerage practices.

Clients' investments in mutual funds and exchange-traded funds include an embedded investment management fee paid to the investment adviser of the mutual fund or exchange-traded fund. As such, client accounts with investments in those types of securities will be subject to two layers of management fees. Depending on the custodian, Mission Creek may purchase mutual funds with no transaction fees. Fees may be imposed upon early redemption if the fund was owned prior to our management or if we sell the fund at our discretion. An explanation of fees and expenses charged by each mutual fund is contained in that fund's prospectus.

## **D. Prepayment of Fees**

In the case of a terminated advisory contract, any prepaid management fees to Mission Creek are prorated to the date of termination and the unearned fee portion will be refunded to the client.

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

For its separately managed account clients, Mission Creek does not charge performance-based fees, that is, fees based on a share of capital gains on or capital appreciation of the assets of a client.

For its private equity distribution/post-venture management clients, Mission Creek may charge a performance-based fee. The performance fee is based on up to ten percent (10%) of the net annual realized gains and losses, unrealized losses, and other income relative to initial distribution value managed annually.

Mission Creek only enters a performance-based fee structure with “qualified clients,” as defined under Section 205 of the Investment Advisors Act of 1940 and other securities laws. Mission Creek may manage both accounts charged a performance-based fee and accounts charged an asset-based fee. Having multiple fee arrangements may create an incentive for Mission Creek to favor higher fee-paying accounts over other accounts. Incentive allocation arrangements could also create an incentive for us to make investments that are riskier or more speculative than would be the case absent the arrangement. Mission Creek has implemented procedures designed to ensure that all clients are treated fairly and equitably over time, and to prevent these conflicts from influencing investment process and decisions.

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

Mission Creek has client relationships with institutional investors, institutional consultants, pension plans, state or municipal government entities, university endowments, foundations, charitable organizations, fund-of-funds, corporations, family trusts and estates, private clients, executives and entrepreneurs, and other SEC or state-registered advisors.

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

### **A. Methods of Analysis and Investment Strategies**

Every aspect of Mission Creek’s investment and advisory services is guided by a set of principles developed and honed through decades of direct capital markets experience. These principles form a solid and broad foundation amid dynamic and ever-changing economic and financial markets.

These principles focus on key areas we believe can have the most positive impact helping our clients realize their goals and objectives, namely management of concentration risks, appropriate diversification and asset allocation, downside capture minimization, overall implementation costs reduction and effective tax management.

#### **Rigorous Investment Approach**

- Investment approach is grounded in tested theory and real-world experience
- Investment strategies and solutions are designed to provide long term value over a wide range of economic and financial market conditions
- Exceptionally disciplined investment and portfolio implementation
- Asset allocation is a tremendously important decision in balancing our clients' return objectives, time horizons and risk tolerances

#### **Risk Management**

- Risk management is integral to our investment approach
- Appropriate diversification is fundamental to risk management
- Investors should be appropriately compensated for assuming risk and should consistently search for the optimal trade-off between risk and return
- Higher risk assumptions do not necessarily equate to higher returns, yet higher returns almost always equate to higher risk assumptions

#### **Minimize Implementation Costs and Taxes**

- Costs are a significant detractor of overall investment returns and, as a result, the most cost-effective means to achieve our clients' goals and objectives are pursued
- Taxes have an out-sized impact on investment returns particularly for private clients and, as a result, reasonable efforts to defer tax exposure to best improve after-tax returns are integral to our approach
- Combination of the best of what active and passive strategies have to offer in crafting clients' portfolios creates the optimal balance between appropriate diversification, reduced costs, and greater tax realization flexibility

#### **Direct and Open Communication**

- Clear and consistent communication of realistic and appropriate expectations forms the foundation of a successful long-term relationship

Mission Creek's comprehensive approach utilizes a core and satellite approach to best structure highly customized portfolios and solutions for clients. Mission Creek's core strategy implements a fundamental, bottom-up, company-specific process with the objective of determining fair value and an appropriate target price. Mission Creek's fundamental, company-specific analysis entail reviewing earnings growth, earnings quality, supply/demand dynamics, competitive position for the respective company, pricing power, operating leverage, free cash flow generation and balance sheet strength, among other news and industry developments and economic and financial items.

We use various financial databases to screen publicly traded companies to identify a smaller universe of candidates that meet our criteria for value and long-term dividend income growth. We utilize commercially available databases, technology, financial periodicals, sell-side analysis and other publications, SEC filings, and financial statements to assist with our analysis. Mission Creek also utilizes a top-down economic overlay to enhance its overall asset, market, and sector views. Additionally, Mission Creek determines likely catalysts that will help designated positions realize their value within targeted hold periods. We also may use technical analysis, chart analysis, and chart interpretation. These three approaches use statistics generated by market activity, such as past price and volume, as indicators of potential future activity. Finally, we consider psychological factors in deciding to purchase or sell securities.

Mission Creek uses both active and passive strategies to construct the optimal client allocations. We utilize a diverse set of asset classes and strategies in our portfolio construction process and continually evaluate the appropriate balance for each specific client. Mission Creek's investment selection process for exchange traded funds (ETFs) begins with our use of a quantitative methodology to choose funds that represent industry sectors, baskets of regional and international stocks, fixed-income instruments, and commodities. By analyzing ETF data, we also seek to identify ETFs with sufficient overall liquidity and institutional support.

Our investment selection process for mutual funds begins by screening potential funds using various industry sources. We use specific criteria to determine the overall investment merit of a fund. Our focus is on the fund's historical performance in both bull and bear markets, current performance, overall expense ratio, fund purpose and sector, price volatility, standard deviation, returns over a specific period of time, and overall management stability.

Mission Creek's investment selection process for fixed-income securities is based on the specific client's goal for liquidity, our outlook, and our view of the interest rate environment. We develop and use our investment strategies and processes in managing our clients' portfolios. These unique strategies are combined for each client's individual situation. We use one or a combination of our strategies based on a client's situation.

### **Differentiated Separate Managed Account Strategies**

**Private Equity Distribution Management Strategies.** Mission Creek provides customized private equity distribution management strategies to best manage, monetize and maximize the value of securities distributed by venture capital and private equity funds. Our distribution management process combines a fundamental and timing investment management approach with our clients' risk parameters, hold guidelines and other objectives. We begin our investment process prior to the distribution event by evaluating a client's private equity commitments and focusing on those exposures with the highest likelihood of having a distribution event due to a recent initial public offering (IPO), merger or acquisition. Our pre-distribution analysis helps us differentiate securities that may warrant immediate liquidation from those that may offer better exit opportunities.

Private equity and venture capital portfolios are highly concentrated and are exposed to stock-specific and sector-specific risks. Mission Creek can implement many hedging and overlay

strategies to best manage these exposures based on our clients' overall needs and risk tolerances. Given the insider status of many private equity general partners, distributed stocks also have many restrictions. Removing these restrictions and settling restricted shares can be time consuming and labor intensive because it involves coordinating with multiple, third-party participants. Mission Creek focuses on the efficient processing and settlement of restricted shares to ensure cash proceeds are received promptly.

We provide no guarantee or representation that our distribution management strategies will succeed. As is true for any investment, there is the risk that a position managed will be lost in part or in its entirety. Our distribution management strategies are not intended as a complete investment solution and are intended solely to manage the liquidation of public equity securities.

**Equity Strategy.** Mission Creek offers a high-quality equity strategy geared to provide clients with an attractive core equity allocation on a separately managed account basis. Separate accounts allow our clients to own securities directly, and thereby control their own cost-basis, rather than indirectly through ownership of a fund.

Based on clients' objectives and suitability, Mission Creek's equity strategy may be augmented with an "option overlay" strategy. The option overlay enhances and may provide additional yield to our core equity portfolios. The goal with an option covered-call overlay is to help mitigate some downside risk and/or to generate income. Mission Creek can also implement an opportunistic collared element to our option overlay approach to provide more downside mitigation through protective put purchases.

**Concentrated Single-Stock Management Strategies.** Mission Creek provides customized analysis, research, monitoring, management, and diversification strategies for clients with concentrated stock holdings. These concentrated exposures can arise because of successful private equity-related investments or the acquisition of a closely held business by a publicly traded company. Additionally, executives, entrepreneurs and individuals are often exposed to significant concentrated exposures due to employee related stock holdings and unexercised options gained over time.

**Fixed Income Strategies.** Mission Creek's fixed income strategies include taxable, tax-free, and high-yielding portfolios gained through direct fixed income holdings, exchange traded funds or mutual funds.

## **B. Material Risks Involved**

Investing and holding securities can be volatile and can cause significant losses which the client should be prepared to bear. All investments involve the risk of loss of your principal and any profits not realized. Markets can be volatile, and prices of stocks, bonds, commodities, and other investments can fluctuate substantially. Other factors such as economic and political events can also affect the performance of your investments. There is no guarantee you will not lose

money or that you will meet your investment objectives. Any investment managed for clients by Mission Creek could decrease in value because of the following events.

**Market Risk.** A decline in the stock market could depress the prices of stocks and other equity securities in a client's portfolio. An increase in interest rates or a change in the relationship between different market interest rates could depress the prices of bonds and other fixed income securities in a client's portfolio.

**Event Risk.** Some client portfolios may hold significant concentrations in particular positions, economic sectors or industries which may cause increased downside risk. An adverse event affecting a company or that company's industry could depress the price of a client's investments in that company's stocks or bonds. The company, government or other entity that issued bonds in a client's portfolio could become less able to, or fail to, repay, service or refinance its debts, or the issuer's credit rating could be downgraded by a rating agency.

**Liquidity Risk.** Securities that are normally liquid may become difficult or impossible to sell at an acceptable price during periods of economic instability or other emergency conditions. Some securities may be infrequently or thinly traded even under normal market conditions.

**Political Risk.** The events that occur in the home country of the foreign company. Revolutions, nationalization, currency collapse or other types of events can affect the security.

**Inflation Risk.** Countries around the globe may be more, or less, prone to inflation than the U.S. economy at any given time. Companies operating in countries with higher inflation rates may find it more difficult to post profits reflecting their underlying health.

**Derivative Instruments.** Investing and engaging in derivative instruments and transactions, including options, commodity funds and commodity exchange traded funds ("ETFs"), may involve diverse types of risk and possibly greater levels of risk. These risks include, but are not limited to the following:

**Possible Leverage.** A derivative instrument or transaction may disproportionately increase an account's exposure to the market for the assets underlying the derivative position and the sensitivity of an account's portfolio to changes in market prices for those assets. Leverage will tend to magnify both the positive impact of successful investment decisions and the negative impact of unsuccessful investment decisions on an account's performance.

**Counterparty Credit Risk.** An account's ability to profit from a derivative contract depends on the ability and willingness of the other party to the contract (a "counterparty") to perform its obligations under the contract. If the counterparty to an over-the-counter contract fails to fulfil its obligations, the account may lose the benefit of the contract and may have difficulty reclaiming any collateral that an account may have deposited with the counterparty.



**Lack of Correlation.** The market value of a derivative position may correlate imperfectly with the market price of the asset underlying the derivative position. If a derivative position is being used to hedge against changes in the value of assets in an account, a lack of price correlation between the derivative position and the hedged asset may cause an account's assets being incompletely hedged or not completely offsetting price changes in the derivative position.

**Illiquidity.** Over-the-counter derivative contracts are usually subject to restrictions on transfer, and there is generally no liquid market for these contracts. Although it is often possible to negotiate the termination of an over-the-counter contract or enter into an offsetting contract, a counterparty may be unable or unwilling to terminate a contract with an account, especially during times of market instability or disruption. The markets for many exchange traded futures, options and other instruments are liquid during normal market conditions, but this liquidity may disappear during times of market instability or disruption.

**Less Accurate Valuation.** The absence of a liquid market for over-the-counter derivatives increases the likelihood that Mission Creek will be unable to correctly value these interests.

Some of our investment strategies require that you maintain a margin account. Clients who purchase securities may pay for them in full or may borrow part of the purchase price from the broker-dealer that holds his/her account. Clients generally use margin to leverage their investments and increase their purchasing power. At the same time, clients who trade securities on margin incur the potential for higher losses. We will discuss the risks of using margin with you to determine if it is appropriate for your portfolio but, in general, would like you to know about some of the major risks of trading on margin.

- You can lose more funds than you deposit in a margin account
- Broker-dealer holding the account can force the sale of securities in your account
- Broker-dealer can sell your securities without contacting you
- You are not entitled to an extension of time on a margin call

### **C. Risks of Specific Securities Utilized**

Mission Creek's strategies may hold small company stocks which have greater risk of loss and liquidity risk.

## **Item 9: Disciplinary Information**

There are NO legal or disciplinary events that are material to a client's or prospective client's evaluation of Mission Creek's investment management, private equity distribution/post-venture management or advisory business or the integrity of Mission Creek's management.

### **A. Criminal or Civil Action**

Mission Creek and its employees face NO criminal or civil actions in a domestic, foreign, or military court.

### **B. Administrative Proceeding Before the SEC, Any Other Federal Regulatory Agency, or Any State Regulatory Agency**

Mission Creek and its employees face NO administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory.

### **C. Proceeding Before a Self-Regulatory Organization (SRO)**

Mission Creek and its employees face NO self-regulatory organization (SRO) proceedings.

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

### **A. Registration as a Broker/Dealer or Broker/Dealer Representative**

Neither Mission Creek nor its employees are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

### **B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor**

Neither Mission Creek nor its employees are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

### **C. Registration Relationships Material to This Advisory Business and Possible Conflicts of Interests**

Mission Creek and its employees have NO relationships or arrangements that are material to its advisory business or to its clients.

### **D. Selection of Other Advisors or Managers and How This Adviser is compensated for Those Selections**

Mission Creek and its employees only receive compensation from its clients. No conflict of interest exists in the selection of any other advisor or manager.

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

### **A. Code of Ethics**

Mission Creek has adopted a code of ethics to set forth standards of conduct expected of advisory personnel (including compliance with federal securities laws); safeguard material non-public information; and require "access persons" to report their personal securities transactions. In addition, the activities of an investment adviser and its personnel must comply with the broad antifraud provisions of Section 206 of the Advisers Act. A copy of our Code of Ethics is available to any client or prospective client upon request.

### **B. Recommendations Involving Material Financial Interests**

Mission Creek maintains a written Code of Ethics which includes business conduct standards, provisions requiring persons to comply with Federal Securities Laws and reporting requirements. It also requires that persons be provided with, and acknowledge receipt of, the Code. The Code is based upon the principle that directors, officers and employees of the firm have a fiduciary duty to place the interests of clients ahead of their own. Occasionally, Mission Creek may buy or sell securities or related securities for client accounts in which Mission Creek, or a related person, has a material financial interest. It is policy not to permit the firm or associated persons to trade in a manner that takes advantage of price fluctuations caused by clients' transactions.

### **C. Investing Personal Money in the Same Securities as Clients**

Mission Creek maintains a written Code of Ethics which includes business conduct standards, provisions requiring persons to comply with Federal Securities Laws and reporting requirements.

The Code is based upon the principle that directors, officers and employees of the firm have a fiduciary duty to place the interests of clients ahead of their own. Mission Creek has adopted these principles governing personal investment activities by Mission Creek associated persons:

- The interests of client accounts will at all times be placed first
- Mission Creek associated persons must not take inappropriate advantage of their position

#### **D. Trading Securities At/Around the Same Time as Clients' Securities**

Mission Creek maintains a written Code of Ethics which includes business conduct standards, provisions requiring persons to comply with Federal Securities Laws and reporting requirements. The Code is based upon the principle that directors, officers and employees of the firm have a fiduciary duty to place the interests of clients ahead of their own.

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

#### **A. Factors Used to Select Custodians and/or Broker/Dealers**

Mission Creek manages both accounts in which Mission Creek is given authority by the client to select custodians, brokers and negotiate commissions, and accounts in which the client designates the custodian and broker-dealer to which brokerage should be directed.

Primarily for its private client and sub-advisory services, Mission Creek may from time to time recommend Charles Schwab & Co., Inc. (Schwab Advisor Services® division of Charles Schwab & Co., Inc. (Schwab), a FINRA registered broker-dealer, member SIPC) and Fidelity Brokerage Services LLC and/or National Financial Services LLC (together, "Fidelity") when a client does not utilize an approved broker-dealer. Mission Creek is independently owned and operated and is not affiliated with any custodians. Custodians hold client assets in a brokerage account and buy and sell securities when we instruct them. Mission Creek believes Schwab and Fidelity offer reasonable commission rates and transaction costs to clients.

##### **1. Research and Other Soft-Dollar Benefits**

Mission Creek has no third-party soft dollar arrangements in place with any broker-dealers to receive research or brokerage services. Soft dollar benefits would be defined as non-client execution services received by Mission Creek, such as research or brokerage services, and provided to Mission Creek in exchange for executing client transactions through a particular broker-dealer. Broker dealers and other parties sometimes provide those benefits to advisers through arrangements involving soft dollar credits based on the commission rate and volume of trades executed through the broker-dealer. Section 28(e) of the Securities Exchange Act of 1934 permits

advisers to pay more than the lowest commission rate available in exchange for such research and brokerage services.

Although certain soft dollar benefits are permitted by applicable law, Mission Creek has no such arrangements. Mission Creek will send trades to brokers that provide brokerage services that relate to the execution of trades and that otherwise are expected to satisfy other selection criteria for providing the best execution.

Broker-dealers do, however, provide unsolicited research and brokerage services that could be considered soft dollar benefits for Mission Creek, some of which are provided on a standard basis to many clients that use those broker-dealers. Some of these services provide no benefit to Mission Creek, and others have some value. These brokerage services include trading software used to route orders electronically to market centers and the provision of FIX connections used to electronically affect securities transactions. Mission Creek will only continue to use such services when it believes any higher commission is reasonable given the value of the research or brokerage services received, consistent with Section 28(e) of the Securities Exchange Act of 1934 (the "Exchange Act"). Other examples of services include electronic access to account information, trade order processing systems, trade analysis software, on-line pricing services, communication services relating to execution, clearing and settlement and message services used to transmit orders, conferences, and seminars.

There are times when Mission Creek, to manage client portfolios, expresses a preference that a client establish brokerage accounts with firms that offer reconciliation, FIX connections, and other services to maintain custody of clients' assets and to effect trades for their accounts. There is no direct link between the investment advice given to clients and Mission Creek's recommendation to use the custodial or brokerage services of selected brokers, although certain benefits are received by Mission Creek due to these arrangements. Mission Creek has adopted written policies and procedures regarding our trading and broker selection practices.

## **2. Brokerage for Client Referrals**

Mission Creek and its related persons do not consider client referrals in selecting or recommending broker-dealers. Brokers or dealers that Mission Creek selects to execute transactions may from time to time refer clients to Mission Creek. The firm will not make commitments to any broker or dealer to compensate that broker or dealer through brokerage or dealer transactions for client referrals; however, Mission Creek may directly or indirectly reimburse a broker or dealer for providing investment advisory services to those clients referred by such broker or the broker chosen by the client. A potential conflict of interest may arise between the client's interest in obtaining the best price and execution and Mission Creek's interest in receiving referrals.

## **3. Clients Directing Which Broker/Dealer/Custodian to Use**

- a) For accounts for which Mission Creek is given authority to select brokers and negotiate commissions, Mission Creek's policy in selecting brokers is to seek the best execution. In determining best execution, Mission Creek will consider research and brokerage

services provided by the firm besides price and other factors. This may involve paying a commission to a broker, dealer or exchange member on a transaction that exceeds the commission that Mission Creek might have obtained had the transaction been executed through another broker, dealer or exchange member if it is determined by Mission Creek in good faith that the commission is reasonable in relation to the value of research and brokerage services provided by such broker, dealer or exchange member. Such research must provide lawful and appropriate assistance to Mission Creek in executing its investment decision-making responsibilities. Brokerage services, for this purpose, include effecting securities transactions and, between the time the order is transmitted, and the securities are delivered or credited to the applicable account, performing functions incidental to the transaction or required by rules of the Securities and Exchange Commission or applicable self-regulatory organizations and under relevant SEC guidance. In selecting dealers and in negotiating commissions, besides price and brokerage and research products and services provided, Mission Creek considers among other factors the firm's reliability, the quality of its execution services on a continuing basis and its financial condition.

- b) Clients may direct brokerage upon agreement and delivery by client of authority and instructions to direct brokerage. Mission Creek may not achieve the most favorable execution of client transactions. Directing brokerage may cost clients more money. In a directed brokerage account, the client may pay higher brokerage commissions because Mission Creek may not aggregate orders to reduce transaction costs, or the client may receive less favorable prices.
- c) **Schwab Disclosure Statement.** Mission Creek may recommend for its individual investment management clients and clients may choose to custody their funds and securities at no charge in the Charles Schwab & Co., Inc. "Schwab Institutional Program" ("SIP"). Although Schwab does not charge separate custody fees, Schwab may be compensated by account holders through account fees, commissions or other transaction-related fees for trades executed through Schwab or settling into Schwab accounts. SIP includes several services, some of which benefit clients directly, such as account custody at no cost above account brokerage fees. Other SIP services, such as prime brokerage, block trade execution capabilities, research and access to Schwab's institutional trading desk, benefit both Mission Creek and its clients.

Mission Creek is not affiliated with Schwab and may execute clients' securities transactions, particularly block trades, through Schwab when Mission Creek believes doing so is consistent with obtaining best execution.

- d) **Fidelity Disclosure Statement.** Mission Creek has an arrangement with National Financial Services LLC and Fidelity Brokerage Services LLC (collectively, and together with all affiliates, "Fidelity") through which Fidelity provides Mission Creek with "institutional platform services." The institutional platform services include, among others, brokerage, custody, and other related services. Fidelity's institutional platform

services that assist Mission Creek in managing and administering clients' accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting. Fidelity also offers other services intended to help Mission Creek manage and develop its advisory practice. Such services include, but are not limited to, performance reporting, financial planning, contact management systems, third-party research, publications, access to educational conferences, roundtables and webinars, practice management resources, access to consultants and other third-party service providers who provide an array of business-related services and technology with whom Mission Creek may contract directly.

Mission Creek is independently operated and owned and is not affiliated with Fidelity. Fidelity may charge its advisor clients separately for custody services and may also be compensated by account holders through account fees, commissions and other transaction-related or asset-based fees for trades executed through Fidelity or that settle into Fidelity accounts (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for some individual equity and debt securities transactions). Fidelity provides access to many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges.

## **B. Aggregating (Block) Trading for Multiple Client Accounts**

Mission Creek will aggregate securities transactions for client accounts where broker dealer firms and custodian firms allow and when block trading is practical. Clients are expected to benefit by block trading due to more effective transaction management and a decrease in the dispersion of returns for accounts implementing similar strategies.

## **Item 13: Reviews of Accounts**

### **A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews**

Investment advisory accounts are reviewed regularly. Accounts are reviewed for consistency with the investment strategy. Reviews are conducted by Mission Creek's staff.

## **B. Factors That Will Trigger a Non-Periodic Review of Client Accounts**

Account holdings are reviewed any time market conditions warrant. Reviews may be triggered by changes in a client's requirements and risk profile, significant account withdrawals and macroeconomic or company specific events.

## **C. Content and Frequency of Regular Reports Provided to Clients**

The nature and frequency of reports to clients are determined primarily by the needs of each client.

Generally, clients are issued written quarterly valuation and performance reports by Mission Creek. The client may also receive quarterly, or more frequent, account statements from the custodian.

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

### **A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)**

Neither Mission Creek nor its employees receive any economic benefit from any third parties for advisory services provided to clients, other than those described in Item 12.

### **B. Compensation to Non -Advisory Personnel for Client Referrals**

Although Mission Creek does not currently have any such arrangements, it may enter contractual arrangements with solicitors to whom it will pay cash or a portion of the fee paid by clients referred to it by those solicitors. The arrangements are made in writing under Rule 206(4)-3 of the Investment Advisers Act of 1940, as amended, Rule 206(4)-3 requires that such solicitors comply with requirements of the Rule and other applicable law, as well as their contract with Mission Creek. The solicitor must, at the time of his solicitation, provide the client with a copy of Part II of Advisor Form ADV. He must also provide the client with a separate document describing the solicitation arrangement, disclosing any affiliation between Mission Creek and the solicitor, compensation for solicitation, and whether the advisory fee for solicited clients is higher than those for other clients due to compensation paid to the solicitor.

## **Item 15: Custody**

By maintaining prescribed procedures and/or exemptions, Mission Creek is not deemed to have custody of clients' assets. Clients will receive account statements from the broker-dealer, bank, or other qualified custodian. Clients should carefully review those statements. Direct clients also



receive account reports from Mission Creek. Clients are urged to compare the account statements they receive from the custodian with those received from Mission Creek.

## **Item 16: Investment Discretion**

Mission Creek receives discretionary authority to manage securities accounts on behalf of clients. The firm maintains authority to determine without consultation with its client on a transaction-by-transaction basis, the securities to be bought or sold, and the securities to be bought or sold, subject to and in accordance with the investment objective of the client. Clients may limit certain securities and types of securities and holding periods, although generally, clients do not place any limitations upon Mission Creek.

Clients will grant discretionary authority by signing the Mission Creek client agreement and by authorization with the broker/dealer and/or custodial firm.

## **Item 17: Voting Client Securities (Proxy Voting)**

Mission Creek generally does not accept authority from clients with respect to voting of proxies solicited by, or with respect to, the issuers of any securities held in client portfolios. Clients maintain proxy voting authority with respect to any securities or other investments held in their accounts.

## **Item 18: Financial Information**

### **A. Balance Sheet**

Mission Creek does NOT require or solicit prepayment of fees more than three months or more in advance.

### **B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients**

Mission Creek maintains discretionary authority over client funds or securities. There are no financial conditions reasonably likely to impair our ability to meet contractual commitments to clients.

### **C. Bankruptcy Petitions in Previous Ten Years**

Mission Creek has NOT been the subject of a bankruptcy petition at any time during the past ten years.