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This brochure provides information about the qualifications and business practices of Slate Creek Capital, LLC ("Slate Creek"). If you have any questions about the contents of this brochure, please contact us at 303-810-5307 and/or info@slatecreekcapital.com. 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.

Slate Creek Capital, LLC is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training.

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

As used in this brochure, the words "we", "our" and "us" refer to Slate Creek Capital, LLC and the words "you", "your" and "client" refer to you as either a client or prospective client of our firm.

## Item 2 – Material Changes

The initial filing of this Part 2A Firm Brochure ("Brochure") occurred on April 16, 2019. We have the following material changes to report.

- In February 2020, our firm moved office locations from 220 Magnolia Street, Denver, CO 80220 to our new location 3114 S Vine Court, Denver, CO 80113.

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#### Item 4 – Advisory Business

Slate Creek Capital, LLC is dedicated to providing investment management services to institutional and high-net worth clients. Slate Creek works closely and jointly with its clients to assess their budgetary and cash flow needs, long-term financial goals, investment risk tolerances and other factors that may impact their investment portfolio. Slate Creek recommends and implements a custom and diversified investment strategy for each of its advisory clients.

Slate Creek is a limited liability company founded in 2019 and has been in the business as an investment adviser since inception. It is wholly owned by Dave Falicia, who is also the chief compliance officer, and Scott Fox.

Slate Creek provides fully integrated investment management and wealth planning services to its clients. These services are provided through the following investment programs.

- Discretionary Private Client Portfolio Management. Slate Creek provides discretionary advice and portfolio management services to high-net worth individuals and their families.
- Private Investment Opportunities. Slate Creek sources, structures sponsors and manages private equity, real estate and financing investment opportunities for its advisory clients through special purpose vehicles (“SPVs”). Private equity and debt SPVs will be considered advisory clients of Slate Creek. The SPVs will be available to both Discretionary Private Client Portfolio Management clients and other qualified persons who choose to invest in such opportunities.

Slate Creek’s services are based on the individual needs of its advisory clients and it tailors its investment recommendations to each client’s goals. Clients may impose reasonable restrictions in the written investment management agreement and investment policy statement with Slate Creek and Slate Creek will work with clients to determine the feasibility of implementing and monitoring for proposed restrictions and/or limitations. Clients’ investment management agreements and investment policy statements also include information about their accounts’ other investment guidelines, management fees, termination rights and proxy voting. Clients may generally terminate their agreements with Slate Creek following 30 days written notice.

Unless they have a separate investment management agreement with Slate Creek, investors in Slate Creek’s private SPVs are not considered Slate Creek’s advisory clients. With respect to each SPV, this Brochure is qualified in its entirety by the SPV’s offering memorandum, term sheet, operating or limited partnership agreement or similar disclosure and governing documents (collectively, the “offering documents”).

In certain circumstances to meet client needs, Slate Creek may recommend that all or a portion of the client’s assets under management be placed under the management of an outside and unaffiliated registered investment advisory (“third-party adviser”) depending on the individual circumstances (including his or her investment objectives and risk tolerance). In these situations, Slate Creek will work directly with the client to select and monitor the desired service. The third-party adviser will provide discretionary money management, reporting, and custodial services, as well as other services described in their marketing materials and contracts.

Under these arrangements, Slate Creek acts in the capacity of a solicitor. Solicitation arrangements are governed by separate agreements provided by the third-party adviser. In each instance, clients

will be provided copies of the documents to establish such arrangements as well as the third-party Adviser's ADV Part 2 Brochure. Slate Creek encourages clients to review these documents. Slate Creek will also enter separate contracts with clients who utilize third-party advisers. The separate contracts will describe the services and compensation that Slate Creek provides under the solicitation arrangement. For our compensation, we receive "solicitation fee," which is a portion of the third-party adviser's management fee.

Solicitor fees create a financial incentive to recommend third-party advisers who pay a higher portion of the management fee. Slate Creek mitigates the conflict of interest to the best of its ability by acting in the client's best interests through its fiduciary duty and by informing clients that they have the right to choose whether or not to purchase to purchase recommended third-party adviser services through Slate Creek.

Slate Creek does not participate in wrap fee programs.

As of the date of this brochure, Slate Creek manages \$748,866 in client assets on a discretionary basis.

## **Item 5 – Fees and Compensation**

For the Discretionary Private Client Portfolio Management program, Slate Creek receives a management fee which is negotiated with clients upon entering into an investment management agreement. Management fees will vary depending on the amount of assets under management, but will typically be paid pursuant to the following schedule:

<u>Assets Under Management</u>	<u>Fee</u>
1.0 - 2.5 million	1%
2.5 - 5 million	0.75%
More than 5 million	0.50%

Slate Creek charges management fees on a quarterly basis in advance. The management fees are based on the custodian reported account value as of the last business day of the previous quarter. The client authorizes Slate Creek with the ability to instruction the custodian to collect its management fees. When collecting the management fees, Slate Creek will send the client and the custodian a fee invoice detailing the amount of the management fee, the time period covered by the management fee, the value of the assets upon which the management fee is based and the manner in which the management fee was calculated.

The management fee is tiered. A tiered fee means the applicable rate will be applied to the custodian reported value in each applicable range of account value. For example, an account with a quarter end value of \$3,000,000 will be charged at a rate of 1.00% for the first \$2,500,000 and 0.75% for the remaining \$500,000.

To the extent a client terminates the advisory relationship during a quarter, the client will receive a refund of its pro-rata amount of fees rendered to the point of termination.

Slate Creek may, in its sole discretion, charge lower management fees based on certain criteria, including investment strategy, client type, client domicile, account composition or size, and other factors Slate Creek deems relevant. Slate Creek, in its sole discretion, may also waive or charge lower management and/or performance fees for employees, affiliates or relatives of such persons. Slate

Creek may also enter into “side letter” agreements with certain investors in the SPVs to provide more favorable investment terms to these investors than those described in a SPV’s offering documents.

For the Private Investment Opportunities program, Slate Creek may receive a management fee and/or carried interest or a performance allocation from an SPV upon exiting an investment. SPV investors will also bear the ordinary expenses of the SPV including administration, organizational, investment, legal, accounting, audit and other professional fees and expenses. An administration fee may be charged to cover such costs or the investors will otherwise bear their pro-rata portion of such expenses through their ownership in the SPV. If a Discretionary Private Client Portfolio Management client invests in a SPV, then Slate Creek will waive its fees such that the client will not pay management fees for both the Private Investment Opportunities program and the Discretionary Private Client Portfolio Management program simultaneously. However, such client will be subject to any carried interest or performance allocation applicable to the SPV and will also bear its share of the SPV’s expenses.

Clients participating in any of Slate Creek’s investment programs may incur operational and transaction fees, costs and expenses imposed by custodians, brokers, prime brokers and other third-parties. Clients invested in pooled investment vehicles which include mutual funds, ETFs, the SPVs and other private investment funds such as private equity or venture capital funds and other similar pooled investments will also incur fees and expenses associated with an investment in the vehicle which may include organizational fees, management fees, performance allocations and other costs and expenses. Last, clients may also incur wire transfer fees and trustee fees.

When Slate Creek recommends a third-party adviser, it acts as a solicitor and it does not charge a separate fee for the services. Instead, Slate Creek enters into an agreement with the third-party adviser and shares in a portion of the third-party adviser’s management fee that is charged to the client. Slate Creek’s portion can be up to 50% of the third-party adviser’s management fee. The exact amount will be disclosed in the third-party adviser’s ADV Part 2A, client agreement and Solicitor Disclosure Document. Additionally, when the management fee is withdrawn (quarterly or monthly, in advance or in arrears) will vary with each third-party adviser. These details will be disclosed in the third-party adviser’s ADV Part 2A, client agreement and the third-party adviser’s Solicitor Disclosure Document; all documents will be given to the client upon solicitation.

As established in Item 10 – Other Industry Affiliations, by receiving a portion of the third-party adviser’s management fee, this creates a conflict of interest for Slate Creek. The sharing of the management fees creates a financial incentive to recommend third-party advisers that would pay Slate Creek a higher percentage of their fee. Slate Creek mitigates the conflict of interest to the best of its ability by always placing the client’s interest ahead of its own, through its fiduciary duty and by following its Code of Ethics that establishes ideals for ethical conduct. Additionally, clients always have the right to use accept or reject Slate Creek’s recommendation.

## **Item 6 – Performance Based Fees**

As discussed in Item 5 above, Slate Creek receives performance-based fees upon exit of SPV investments made through the Private Investment Opportunities program. Carried interest arrangements are subject to Section 205(a)(1) of, and Rule 205-3 under, the Investment Advisers Act of 1940, as amended (the “Advisers Act”). Detailed information regarding performance-based fees charged to an SPV will be provided in each SPV’s governing documents. If Slate Creek enters into carried interest arrangements, it creates a financial incentive for Slate Creek to invest SPVs in riskier or more speculative instruments through the Private Investment Opportunities program. This

conflict of interest is mitigated by the fact that Slate Creek does not have discretion to invest its clients in an SPV without their consent; rather clients choose to invest, through the SPVs, in specific assets identified to clients by Slate Creek. Additionally, Slate Creek informs clients that they always have the right to choose whether to act on any recommendation and that they have the right to purchase recommended SPVs through any registered investment adviser.

An investment adviser can charge performance based fees provided these fees are only offered to "qualified clients". The definition of "qualified clients" can be found in SEC Section 275.205-3.

"Qualified Client" pursuant to SEC 275.205-3 means:

- (i) A natural person who or a company that immediately after entering into the contract has at least \$1,000,000 under the management of the investment adviser;
- (ii) A natural person who or a company that the investment adviser entering into the contract (and any person acting on his behalf) reasonably believes, immediately prior to entering into the contract, either:
  - (A) Has a net worth (together, in the case of a natural person, with assets held jointly with a spouse) of more than \$2,100,000, at the time the contract is entered into; or
  - (B) Is a qualified purchaser as defined in section 2(a)(51)(AA) of the Investment Company Act of 1940 (15U.S.C. 80a-2(51)(A)) at the time the contract is entered into; or
- (iii) A natural person who immediately prior to entering into the contract is:
  - (A) An executive officer, director, trustee, general partner or person serving in similar capacity, of the investment adviser; or
  - (B) An employee of the investment adviser (other than an employee performing solely clerical, secretarial or administrative functions with regard to the investment adviser) who, in connection with his or her regular functions or duties, participates in the investment activities of such investment adviser, provided that such employee has been performing such functions and duties for or on behalf of the investment adviser, or substantially similar functions or duties for or on behalf of another company for at least 12 months.

## **Item 7 – Types of Clients**

Slate Creek provides investment advisory and wealth management services primarily to institutional and high-net worth investors, including related entities such as family limited partnerships and limited liability companies, trusts and foundations. We do not have a stated minimum to open an account, however our clients typically have at least \$1 million of investable assets under our management.

Slate Creek also provides investment advisory services to its private equity and debt SPV clients, as well as its non-discretionary institutional clients.

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

Slate Creek takes a holistic and diversified approach to managing client portfolios and considers a given client's assets, income, liquidity requirements, risk tolerance, and investment horizon. Investment strategies for the Discretionary Private Client Portfolio Management program are tailored over time based on clients' changing needs and appetite for risk. Generally, strategies for institutional advisory clients will have a shorter timeframe and will focus more heavily on cash and near cash components.

Slate Creek's asset allocation and security selection are based on our fundamental analysis of securities and investment products as well our view on macro-economic trends. In addition, clients may be invested with third-party advisers. Slate Creek conducts independent review of, and relies upon, the investment materials and other reports produced by those third-party advisers, however, Slate Creek will not normally perform independent research on specific securities or other assets selected for investment by a third-party advisers.

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

No guarantee or representation is made that our investment programs will be successful, that a client will achieve targeted returns or that there will be any return of capital invested. Investment results may vary substantially over time. Slate Creek's methods of attempting to minimize such risks may not accurately predict future risk exposures. Risk management techniques are based in part on the observation of historical market behavior, which may not predict market divergences that are larger than historical indicators. Also, information used to manage risks may not be accurate, complete or current, and such information may be misinterpreted.

Investing and trading activities risk the loss of capital. This Brochure is not intended to address every potential risk and certain risks described below may only apply to certain clients depending on a client's goals and objectives. Some of these risks may include:

- *Investment and Trading Risks.* Clients may be invested in securities and other financial instruments using strategies and investment techniques with significant risk characteristics, including risks arising from the volatility of financial markets. The performance of any investment may depend on a number of factors, including conditions in regional and local economies, conditions in the securities markets generally, performance of companies in particular industries or regions and political and technological developments.
- *Investment Selection.* In making its investment recommendations, Slate Creek often relies on information and data provided and prepared by third parties. Although we intend to evaluate the accuracy and importance of such information and data, we will not always be in a position to confirm the completeness, genuineness, or accuracy of such information and data.
- *General Economic and Market Conditions.* A client's performance may be affected by general economic and market conditions and factors that impact the investments, such as interest or currency rates, availability of credit, inflation rates, real or perceived adverse economic conditions, economic uncertainty, changes in laws, and national, and international political developments. These fluctuations may be temporary or may last for extended periods. Unexpected volatility or illiquidity could impair a portfolio's profitability or result in losses.



- *Equity Markets and Stock Price Volatility.* U.S. and foreign equities markets have experienced tumultuous times in the past reflected in highly volatile market prices for listed securities. Certain factors may have a significant impact on the market price of securities and, consequently, may adversely affect a client's portfolio, such as general economic data, interest and currency rate fluctuations, announcements of technological innovations, developments in patent or other proprietary rights, public concern or perception of issues relating to the safety of products developed by a company, announcements of collaborative partners, issues relating to government regulation, loss or gain of key employees in research and/or operations, fluctuations in companies' operating results, future sales of common stock, analysts' comments, including changes in recommendations, and general market conditions. Slate Creek may invest clients in securities which may be more volatile and carry more risk than some other forms of investment. Security prices in general may decline over short or even extended periods of time and such declines may be significant.
- *Limited or No Liquidity.* Slate Creek may invest client assets in privately-offered pooled investment vehicles with limited liability such as private equity and venture capital funds. Interests in these vehicles are not freely transferable and generally have limited, or no, withdrawal rights. Slate Creek may also invest client assets in illiquid assets such as real estate that could be difficult to sell or transfer in certain market environments. If these assets need to be sold, their values could be adversely affected because of the limited market.
- *Non-Indexed ETF Risk.* Slate Creek may invest in exchanged traded funds that are not correlated to a market index. These ETFs are generally less liquid and may trade at a discount because of they have a large buy-sell spread.
- *Additional Fees and Expenses.* When investing in pooled investment vehicles such as mutual funds, ETFs, private equity and venture capital funds, clients will bear additional expenses including internal management fees and in certain cases, performance allocations or carried interest charged by the vehicle's investment adviser. The risk of owning pooled investment vehicles generally reflects the risks of owning the underlying securities or other instruments in the pooled investment vehicle.

## **Item 9 – Disciplinary Action**

There are no legal or disciplinary events that Slate Creek or its supervised persons have been involved in.

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

Slate Creek is required to disclose any relationship or arrangement that is material to its advisory business or to its clients with certain related persons who have financial industry activities and/or affiliations. Slate Creek does not have any required disclosures to this Item.

As discussed in Items 4 and 5 above, Slate Creek pays compensation to certain Sub-Advisers used in managing client accounts and receives compensation from Third-Party Managers, which may include Sub-Advisers, in connection with recommendations made to clients through the Non-Discretionary Institutional program. As discussed in Item 8 above, Slate Creek may receive and use investment research from Third-Party Managers, including Sub-Advisers. (See also Item 14: Client Referrals and

Other Compensation, below, for more information on compensation received from recommended Third-Party Managers).

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

Slate Creek has adopted a code of ethics (the “Code”) pursuant to Rule 204A-1 of the Advisers Act and similar state rules and statutes. The Code applies to all Slate Creek directors, officers, employees and any other person who provides services on behalf of Slate Creek and is subject to its supervision and control. The Code requires that Slate Creek’s business be conducted in accordance with the highest ethical and legal standards and focuses on the misuse of confidential information, personal securities trading and outside business activities. Slate Creek will provide a copy of its code of ethics to any client or prospective client upon request.

Slate Creek and its related persons may recommend SPVs managed by Slate Creek or its related persons to clients. In addition, Slate Creek and its related persons may have investments in SPVs recommended to clients. Slate Creek and its related persons has an incentive to make such investments and recommendations in order to receive additional fees or to increase the value of their investments rather than to advance the best interests of clients. In order to mitigate these conflicts, Slate Creek has adopted the Code which generally requires Slate Creek and its related persons to act in the best interests of clients and otherwise consistent with their fiduciary duties. Slate Creek and its related persons will follow the code.

Slate Creek and its related persons may purchase the same securities for personal accounts that Slate Creek recommends to clients. However, to avoid conflicts of interest, Slate Creek and its related persons will only make such purchases as part of block trade with clients so that our related persons and the client receive the same average price or after client orders for the same securities have been completed. Slate Creek also monitors the trading activities of its related persons so they not only do not benefit from trading with or after its clients, but they do not disadvantage the client.

## **Item 12 – Brokerage Practices**

### RECOMMENDATION CRITERIA

Client assets must be maintained in an account at a “qualified custodian,” which is generally a broker-dealer or bank. Slate Creek recommends that clients use Charles Schwab & Co., Inc. (“Schwab”), a FINRA-registered broker-dealer, member SIPC, as the qualified custodian. Slate Creek is independently owned and operated and not affiliated with Schwab. Schwab will hold the client’s assets in a brokerage account and buy and sell securities when Slate Creek instructs them to. While Slate Creek recommends that the client use Schwab as custodian/broker, the client will decide whether to do so and open an account with Schwab by entering into an account agreement directly with them. Slate Creek does not open the account for the client. If the client does not wish to place his or her assets with Schwab, then Slate Creek cannot manage the account. Not all advisors require their clients to use a particular broker-dealer or other custodian selected by the advisor. Even though Slate Creek’s clients’ accounts are maintained at Schwab, it can still use other brokers to execute trades for a client’s account, as described below.

### HOW WE SELECT BROKERS/CUSTODIANS TO RECOMMEND

Slate Creek seeks to recommend a custodian/broker who will hold the client's assets and execute transactions on terms that are overall most advantageous when compared with other available providers and their services. Slate Creek considers a wide range of factors, including these:

- Combination of transaction execution services along with asset custody services (generally without a separate fee for custody);
- Capability to execute, clear, and settle trades (buy and sell securities for a client's account);
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.);
- Breadth of investment products made available (stocks, bonds, mutual funds, exchange-traded funds (ETFs), etc.);
- Availability of investment research and tools that assist us in making investment decisions;
- Quality of services;
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate them;
- Reputation, financial strength, and stability of the provider;
- Prior service to us and our other clients; and
- Availability of other products and services that benefit us, as discussed below (see "Products and Services Available to Us from Schwab").

For Slate Creek's client accounts it maintains, Schwab generally does not charge the client separately for custody services but is compensated by charging the client commissions or other fees on trades that it executes or that settle into the Schwab account. For some accounts, Schwab may charge the client a percentage of the dollar amount of assets in the account in lieu of commissions. In addition to commissions or asset-based fees, Schwab charges the client a flat dollar amount as a "prime broker" or "trade away" fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into the clients' Schwab account. These fees are in addition to the commissions or other compensation the client pays the executing broker-dealer. Because of this, in order to minimize the client's trading costs, Slate Creek has Schwab execute most trades for the account.

#### PRODUCTS AND SERVICES AVAILABLE TO US FROM SCHWAB

Schwab Advisor Services™ (formerly Schwab Institutional) is Schwab's business serving independent investment advisory firms like Slate Creek. They provide Slate Creek's clients and Slate Creek with access to its institutional brokerage services—trading, custody, reporting, and related services—many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help Slate Creek manage or administer its clients' accounts, while others help Slate Creek manage and grow its business. Here is a more detailed description of Schwab's support services:

**Services That Benefit the Client.** Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which Slate Creek might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit the client and the client's account.

**Services That May Not Directly Benefit the Client.** Schwab also makes available to Slate Creek other products and services that benefit Slate Creek but may not directly benefit the client or the

client's account. These products and services assist us in managing and administering Slate Creek's clients' accounts. They include investment research, both Schwab's own and that of third parties. Slate Creek may use this research to service all or some substantial number of its clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements);
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- Provide pricing and other market data;
- Facilitate payment of our fees from our clients' accounts; and
- Assist with back-office functions, recordkeeping, and client reporting.

**Services That Generally Benefit Only Slate Creek.** Schwab also offers other services intended to help Slate Creek manage and further develop its business enterprise. These services include:

- Educational conferences and events;
- Technology, compliance, legal, and business consulting;
- Publications and conferences on practice management and business succession; and
- Access to employee benefits providers, human capital consultants, and insurance providers.

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to Slate Creek. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide Slate Creek with other benefits such as occasional business entertainment of Slate Creek's personnel.

#### RESEARCH AND SOFT DOLLARS

"Soft dollars" are defined as a form of payment investment firms can use to pay for goods and services such as news subscriptions or research. When an investment firm gives its business to a particular brokerage firm, the brokerage firm in return can agree to use some of its revenue to pay for these types of services. Slate Creek receives the above described soft dollar benefits.

#### BROKERAGE FOR CLIENT REFERRALS

Slate Creek does not receive client referrals or any other incentive from any broker-dealer or custodian.

#### TRADE AGGREGATION

Slate Creek may aggregate transactions in equity and fixed income securities for a client with other clients to improve the quality of execution. When transactions are so aggregated, the actual prices applicable to the aggregated transactions will be averaged, and each client account will be deemed to have purchased or sold its proportionate share of the securities involved at the average price obtained. Slate Creek may determine not to aggregate transactions, for example, based on the size of the trades, the number of client's accounts, the timing of the trades, the liquidity of the securities, or the discretionary or non-discretionary nature of the trades. If Slate Creek does not aggregate orders, some clients purchasing securities around the same time may receive a less favorable price than other clients. This means that this practice of not aggregating may cost clients more money.

### **Item 13 – Review of Accounts**

Dave Falicia and Scott Fox, the Managing Partners, meet with clients annually to review their accounts with the client to discuss any changes to the client's profile that might affect our

management of the account. Additionally, Mr. Falicia and Mr. Fox r may review client accounts more frequently than annually, particularly if there are major market or economic events, a life event for a client or upon client request.

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

We receive an economic benefit in the form of soft dollar from Schwab in the form of the support products and services is makes available to us and other independent investment advisers that have their clients maintain accounts at Schwab. These products and services, how they benefit us, and the related conflicts of interest are described above (see Item 12 – Brokerage Practices). The availability of Schwab’s products and services to us is not based on our giving particular investment advice, such as buying particular securities for our clients.

As discussed in Item 4 and 5 above, Slate Creek receives compensation from third-party advisers. These arrangements create an incentive for Slate Creek to select and recommend third-party adviser based on the compensation and/or overall relationship benefit to Slate Creek rather than client needs. To mitigate this conflict, Slate Creek has adopted a number of policies and procedures that are designed to ensure that all client accounts with third-party advisers are managed in a manner consistent with Slate Creek’s fiduciary obligations, as well as each client’s investment objectives, investment strategies and restrictions. Also, Slate Creek acts in the client’s best interest when recommending a third-party adviser. The client is informed that he or she always has the right to choose whether or not to purchase recommended third-party adviser services through Slate Creek.

Do they receive any benefits from third parties? Do they pay anyone.

#### **Item 15 – Custody**

For its Discretionary Private Portfolio Management services, Slate Creek does not anticipate having physical custody of its clients’ assets. All client assets will be maintained with a qualified custodian in compliance with Rule 206(4)-2 under the Advisers Act and related SEC guidance. However, as described in Item 5, above, the client will be asked to authorize Slate Creek with the ability to instruct the custodian to deduct Slate Creek’s management fee. Please see Item 5 for details about Slate Creek’s fee deduction procedures.

Because Slate Creek will act as the general partner or manager of any SPV used to facilitate the Private Investment Opportunities program, Slate Creek will have custody of client assets managed through such program. Slate Creek will engage an independent representative to review all fees, expenses and capital withdrawals from the program. Additionally, Slate Creek will send all invoices and receipts to the independent representative detailing the amount of the fee, expenses or capital withdrawal and the method of the calculation. The independent representative will determine whether the payment is in accordance with the pooled investment vehicle standards (the partnership agreement) and forward to the qualified custodian approval for payment of the invoice with a copy to the investment adviser. Slate Creek will provide the Colorado Department of Regulatory Agencies with the name of the independent representative when the program is created.

Additionally, Slate Creek will distribute audited financial reports or undergo an annual surprise exam by an independent public accountant and will otherwise comply with Rule 206(4)-2 under the Advisers Act and related SEC guidance.

Clients should carefully review Slate Creek's reports and invoices along with their qualified custodian's account statements. The client should notify Slate Creek promptly of any discrepancies.

### **Item 16 – Investment Discretion**

Slate Creek offers discretionary management services through the Discretionary Private Client Portfolio Management program, under which it manages clients' accounts on their behalf. This discretionary authority is generally set forth in the discretionary investment management agreements. Clients may limit this authority in their investment management agreements (*See Discretionary Private Client Portfolio Management* under Item 4: Advisory Business, above, for more information on our discretionary management services).

As general partner or manager of the SPVs in the Private Investment Opportunities program, Slate Creek will have discretion over the SPVs' assets. Slate Creek will not be given discretionary authority, however, to invest its other clients in the SPVs. Slate Creek also provides non-discretionary advisory services to institutional investors as described above.

### **Item 17 – Voting Client Securities**

As a matter of general firm policy and practice, Slate Creek does not accept authority to vote proxies on behalf of our clients. Our clients retain the responsibility for receiving and voting proxies for any and all securities maintained in their portfolios. Slate Creek clients will usually receive proxies and/or other solicitations directly from the custodian or transfer agent of the particular security. Our clients may contact us for advice or information concerning a particular proxy vote, and we will not charge any additional fees for advice, unless significant expenses are incurred. Slate Creek will use commercially reasonable efforts to forward any proxy notices, solicitations or other information we may receive related to a security held in a client's account, but we will not take any further action with respect to the voting of such proxy. It should also be noted that we do not advise or act on our clients' behalf in legal proceedings involving companies whose securities are held or were previously held in client portfolios, including, but not limited to, the filing of "Proofs of Claim" in class action lawsuits and settlements.

### **Item 18 – Financial Information**

Slate Creek is not required to provide financial information in this Brochure because we do not (i) require or solicit prepayment of more than \$1200 in fees per client, six months or more in advance; (ii) we are not aware of any financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients; and (iii) we have not been the subject of a bankruptcy petition.

### **Item 19 – Requirements for State-Registered Advisers**

Slate Creek has two principal executive officers (management person), Dave Falicia and Scott Fox. Mr. Falicia and Mr. Fox's biographical information is provided in the attached Brochure Supplement documents.

Mr. Falicia and Mr. Fox are required to disclose additional information if they have other business activities. Neither Mr. Falicia nor Mr. Fox have any other business activities to report.

Mr. Falicia and Mr. Fox are also required to disclose additional information if they receive performance-based fees; please see Items 5 and 6 regarding their receipt of performance-based fees.

Additionally, They are required to disclose all information related to any relationship or arrangement with an issuer of securities. Slate Creek will act as the general partner or manager of any SPV used to facilitate the Private Investment Opportunities program. Please see Items 4, 5 and 15 for additional details.

Finally, they are required to disclose all information if they were ever found liable in an arbitration, civil, self-regulatory organization, or administrative proceeding. Mr. Falicia nor Mr. Fox have any information to report on these topics as none of them apply to them.