

Firm Brochure ADV PART 2A
Effective: March 23, 2020

Item 1: Cover Page

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Mandatory SEC Disclosures:

This brochure provides information about the qualifications and business practices of C.S. McKee, L.P. (McKee hereafter). Should you have any questions about the contents of this brochure, please contact Ulf Skreppen at 1-412-566-1234. This brochure has not been approved or verified by the Securities and Exchange Commission or any state securities authority. Although C.S. McKee, L.P. is a registered investment advisor with the SEC, this does not imply a certain level of skill or training. Additional information about C.S. McKee, L.P. also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Material Changes

Below is a list of Material Changes to our policies, practices, or conflicts of interest listed in 2A, since our last brochure dated May 21, 2019.

On March 12, 2020, CSM Advisors, LLC purchased substantially all of the assets of C.S. McKee, L.P. Also, on this date, all portfolio managers, analysts, and most of our support staff also became employees of CSM Advisors, LLC. Some clients however had timing hurdles that prevented them from approving the Consent to Assignment to move to CSM Advisors, LLC immediately. To accommodate those clients, CSM Advisors leased its new employees back to CS McKee, LP for a portion of their time in order to continue managing those clients' portfolios while those hurdles were satisfied. CSM Advisors, LLC anticipates that they will receive the remaining Consents to Assignment on or before June 10, 2020, but plan to remain flexible considering recent world events. CS McKee LP will eventually deregister with the SEC as an investment advisor once the final clients Consent to the Assignment, but until that time, clients in CSM Advisors, LLC and CS McKee, LP will be managed in the same manner by those employees.

Item 3: Table of Contents

Item 4: Advisory Business	4
Item 5: Fees and Compensation	4
Item 6: Performance-Based Fees and Side-By-Side Management	8
Item 7: Types of Clients	8
Item 8: Methods of Analysis, Investment Strategies and Risk of Loss	8
Item 9: Disciplinary Information	11
Item 10: Other Financial Industry Activities and Affiliations	11
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	12
Item 12: Brokerage Practices	12
Item 13: Review of Accounts	14
Item 14: Client Referrals and Other Compensation	14
Item 15: Custody	14
Item 16: Investment Discretion	15
Item 17: Voting Client Securities	15
Item 18: Financial Information	17

Item 4: Advisory Business

McKee manages pension funds, profit-sharing plans, reserve funds, endowments and other financial assets for public sector, unions, corporations, foundations, hospitals, schools, religious organizations and other institutions.

Founded in 1931, and located in Pittsburgh, the firm has approximately \$704 million under management in 49 fixed income, equity and balanced fund portfolios.

The principal owners of McKee are Mr. Eugene Natali and Mr. Gregory Melvin.

Types of Services

McKee provides portfolio management services tailored to its clients' investment objectives. Clients may impose restrictions on investing in certain securities or types of securities. Such restrictions must be submitted to McKee in writing. It should be known that client-imposed restrictions may affect McKee's ability to perform its stated investment strategy and, therefore, investment performance may deviate from other clients managed in accordance with the same strategy but absent such restrictions.

McKee is the sole investment advisor to the McKee International Equity Fund ("Fund"), which primarily invests in equity securities of non-U.S. issuers. The Fund is one of a series of shares that comprise the Advisors' Inner Circle Funds. The Advisors' Inner Circle Funds is administered by SEI Investments Global Funds Services and distributed by SEI Investments Distribution Company. Both are located in Oaks, Pennsylvania. SEI also has a brokerage subsidiary.

McKee can provide model portfolio recommendations to other investment advisors, hereinafter referred to as UMA Model Accounts.

McKee can also act as a Sub-Advisor for investment companies, brokerage units, and a collective trust.

Item 5: Fees and Compensation

McKee is compensated directly and indirectly.

Direct Compensation comes in the form of payments from clients based upon AUM. McKee typically bills clients based upon a pre-determined fee schedule using the AUM recorded in our system. Variations as to the AUM date, how the AUM is calculated (source may be from custodian statements), and invoice period are permissible. There are some sponsors (UMA and wrap programs, consultants, clients, etc.) that calculate their own fee and remit payment without an invoice from McKee.

Indirect Compensation comes in the form of payments from our International Mutual Fund (MKIEX). McKee will receive its stated fee (70 bps) less any networking fees charged by the client's platform and/or custodian. These networking fees come directly out of McKee's compensation and all clients will pay the same management fee (expense ratio listed in the most recent prospectus) regardless of their designated platform and/or custodian.

All fees are negotiable and billed in advance or in arrears according to a written and fully executed management agreement. Fees may be billed separately or directly debited from a client's account. A client must authorize any direct debit arrangements with its custodian. New and terminating clients will have invoices prorated to the nearest day. Refunds may be necessary if client has elected to pay in advance and the termination falls in the middle of a billing cycle.

Below are McKee's standard fee schedules covering all primary strategies as of the effective date of this brochure.

Domestic (Large-Cap Core, Large-Cap Value & All-Cap Equity Fee Schedule)

0.75% on first \$5,000,000
0.60% on next \$10,000,000
0.50% on next \$10,000,000
0.35% on any amounts thereafter

Domestic (Small-Cap Core Fee Schedule)

0.80% on first \$25,000,000
0.50% on any amounts thereafter

McKee Managed International Equity Portfolio No Load Fund

0.70% on all assets (Total Fees as of effective date of this brochure are approximately 0.98% but will vary.)

Fixed Income Fee Schedule

0.35% on first \$25,000,000*
0.30% on next \$25,000,000
0.25% on next \$50,000,000
0.20% on assets over \$100,000,000
* The fee for the first \$ 10 million is negotiable.

Balanced Fee Schedule

0.75% on first \$5,000,000
0.50% on next \$10,000,000
0.30% on any amounts thereafter

Public Sector Balanced Fee Schedule

0.75% on first \$5,000,000
0.40% on next \$10,000,000
0.25% on any amounts thereafter

McKee may purchase pooled products (Mutual Funds, ETFs, Closed-End Funds, etc.) for any strategy. Such products may have additional management fees embedded within the product in addition to what McKee charges the client.

Other Fees

Clients invested within the pooled products will incur and be responsible for additional fees referred to as an expense ratio, which includes among other things, administrative costs. Administrative costs are used to pay custodian, legal, accounting, printing, and other miscellaneous charges. McKee only receives a portion of the expense ratio for providing portfolio management services. Additionally, clients should be prepared to incur additional costs such as brokerage and custodian fees. Please refer to Item 12 for our brokerage practices.

Initial 408(b)2 disclosure for prospective clients

C.S. McKee, L.P. 408(b)2 Disclosure (EIN 25-19000687)

This document provides an overview of the investment management services provided to your plan by C.S. McKee, L.P. (McKee), the compensation received by McKee for and in connection with those services, and other information required by the Department of Labor regulation under Section 408(b)(2) of the Employee Retirement Income Security Act of 1974 (ERISA). Under ERISA, a plan sponsor or other fiduciary has a fiduciary responsibility to prudently select and monitor those hired to provide services to the plan, to ensure, among other things, the reasonableness of the service arrangement and of the compensation to be received by the service provider. This document is designed to assist you in meeting that fiduciary responsibility.

(A) Services

McKee proposes to manage assets for your plan.

For more information regarding the proposed service arrangement with your plan, please refer to our proposal and Item 4 of this McKee's Form ADV Part 2A.

(B) Status

In connection with providing the services to your plan, McKee would be a fiduciary with respect to the plan under ERISA and is acting as an SEC Registered Investment Advisor.

(C) Compensation

Direct Compensation

The current and future annual charges would be outlined in any management agreement. Standard fee schedules are provided within Item 5 of this ADV Part 2A.

McKee directly bills plans for separately managed accounts.

If you were to select a mutual fund, fees would be received directly from the sponsor. Again, please see Item 5 of this ADV Part 2A for detailed fee schedules.

Indirect Compensation

Soft dollar credits will vary based upon trading volume but will change very little year over year. Each client will be sent actual soft dollar credits generated along with its 408 (b) 2 disclosures to assist with its form 5500 filing. Please refer to Item 12 for more information regarding our soft dollar practices.

McKee does not currently, nor in the future, expect to receive soft dollar credits for the management of fixed income products, or other forms of indirect compensation in connection with the services being provided to your plan.

Gifts and Other Non-Monetary Compensation

From time to time, the providers of various products and services used by McKee for its investment management clients may provide McKee and its personnel with non-monetary gifts and gratuities, such as promotional items (i.e., coffee mugs, calendars or gift baskets), meals and access to certain industry related conferences (collectively, “gifts”). The receipt of these gifts is not dependent on or otherwise related to the assets invested by your plan or any of our other clients in or with the products or services of the provider. Nevertheless, McKee has implemented policies and procedures intended to identify, quantify, track and restrict gifts received by it and its personnel. Pursuant to rules established by the U.S. Department of Labor, McKee has implemented a policy for allocating the value of a gift among multiple clients, where applicable. Under such policy, where potentially reportable compensation is received by McKee (including its personnel) in connection with several clients, McKee will first divide the fair market value of the gift by its client assets under management to which such gift is reasonably applicable, and then allocate the result to each affected client, in proportion to the client’s assets under management, to determine if it exceeds the *de minimis* threshold under the Section 408(b)(2) regulation and related and associated guidance. Based on historic trends, McKee does not expect to receive gifts in excess of the *de minimis* threshold under these rules with respect to your plan.

(D) Termination

McKee does not charge a termination fee. If the Client is billed in advance, we will reimburse the Client for unused services. The reimbursement is based upon the termination date provided to us by the Client (The calculation for reimbursement is: total days remaining in the quarter, divided by total days in the quarter, multiplied by the account fee). If the Client is billed in arrears, the last invoice will be prorated to the termination date provided to us by Client.

(E) Certification of Disclosures under ERISA Section 408 (b) (2)

- The information provided herewith (a) has been compiled by McKee in good faith using reasonable diligence, and (b) represents, to the best of McKee’s knowledge, the full and complete disclosure of the services and compensation related to McKee’s contract or arrangement with the client in compliance with the requirements of the Department of Labor’s regulation at 29 CFR Section 2550.408b-2(c).
- McKee will disclose to the Plan any change to the information disclosed herewith as soon as practicable and, unless precluded by extraordinary circumstances beyond McKee’s control, not later than 60 days from the date that McKee is informed of such change.
- McKee will disclose to the Plan any correction to the information provided herewith that is necessary to correct an error or omission in such information as soon as practicable and not later than 30 days from the date on which McKee becomes aware of such error or omission.

McKee will also provide, upon request, a detailed 408(b)2 disclosures to its ERISA clients to support their FORM 5500 filings. Clients not covered under ERISA can also request a similar Fee disclosure Statement by emailing mckeecompliance@csmmckee.com.

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

As discussed in the fee section, all fee schedules are negotiable. At the time of this brochure, McKee does not have any clients that have performance-based fees. McKee does not have a standard performance-based fee schedule but is willing to consider any proposals that a client may suggest.

Side-by-Side Management:

There is the potential to favor clients that have performance-based fees because the incentive can be higher than that attainable based on our standard fee schedules. However, the incentive-based fee portfolios are managed, within specific guidelines, in accordance with the same process and discipline and against the same model portfolio as all similar clients. The Chief Compliance Officer (CCO hereafter) or delegate, together with appropriate portfolio managers, analyze returns each month for all clients. Material outliers to the composite require the Portfolio Manager to provide a reason for the under/over performance. Reports on all material outliers are reviewed, endorsed and filed monthly by compliance staff. These reports are also distributed to the Marketing Managers and Executives to alert them of any potential problems. No issues regarding the few accounts that employ a performance-based fee schedule have occurred prior to the effective date of this brochure.

Item 7: Types of Clients

McKee primarily works with Institutional Clients.

As of 3/11/2020, client types are as follows:

Client Type	AUM	% of Total AUM
Taft Hartley	311,394,918	44.2%
Other	177,561,139	25.2%
Public	174,410,557	24.8%
Foundation	15,392,754	2.2%
Insurance (Incl. Captive Funds)	14,211,639	2.0%
Corporate	11,432,960	1.6%
Total Firm	704,403,967	100.00%

The standard account minimum is \$5,000,000, but exceptions will be made based upon a multitude of factors including the size of the relationship, the ability of McKee to invest a smaller amount effectively in an existing current strategy, level of service required, the strategy requested, and the potential for gaining additional future assets.

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

Although McKee reduces the potential loss to a client by diversifying its investments within all its strategies, clients should be prepared to bear losses. Leverage is not used in our Core Marketed strategies, so the most clients risk losing is limited to the amount invested.

Small Accounts: Accounts that are smaller than our standard minimum may have significantly different results than those invested in the same mandate.

Significant Cash Flows: Accounts that have numerous and/or large cash flows may have significantly different results from those than those invested in the same mandate.

EQUITY METHODOLOGY

Quantitative models looking at fundamentals, technical's, and risk coupled with comprehensive qualitative analysis are involved in the stock selection process.

Stock Selection: Three distinct models are used as components of McKee's quantitative analysis. These models are run concurrently against a universe comprised of stocks in the specific product's appropriate benchmark index. Each model generates a top-to-bottom ranking of all stocks in the universe.

- The Fundamental Model seeks the best combination of economic earnings and future growth. We are attempting to buy the assets and cash flows of companies at a discount to the fair value, paying less for both the historical and projected earnings streams. This model focuses on a variety of factors, including P/E-to-growth and dividend rate ratios, price-to-cash flow ratios and price-to-earnings ratios. The model is unique in its application of a proprietary valuation model measuring enterprise value to EBITDA versus the growth of the company.
- The Technical Model focuses on standard trend indicators such as price momentum and earnings per share momentum. This identifies catalysts for change and provides confirmation from the market that the undervaluation is not permanent.
- The Risk Assessment Model is internally designed and implemented. It examines a wide range of business factors such as bond spread, bond rating, tax rate (actual and GAAP) and pension fund status. It provides a proprietary measurement of the relative business risk of the company, and is an essential element of the process because it may provide a very different ranking for the company than the fundamental or technical models.

The rankings that result from the quantitative process are validated through comprehensive qualitative analysis by McKee's Portfolio Managers/Sector Specialists. A detailed examination of the company is conducted through 10K and 10Q research, conference calls, visits with management if necessary, an assessment of business fundamentals, and a confirmation of the company financials. Nearly 100 factors are reviewed and presented as a part of each buy and sell decision. Each Portfolio Manager votes on every decision and individual contribution to portfolio performance is monitored constantly. It is common for fixed income specialists to participate in meetings involving the purchase or sale of a stock when there are questions concerning corporate debt.

The stocks selected for qualitative analysis and possible inclusion in the portfolio are drawn from the top 30% as ranked by the Fundamental Model. Holdings that fall below the top 30% are candidates for review and watch. Holdings that fall into the bottom 30% become candidates for immediate sale.

The overall equity selection process is stock specific, in that we constantly seek companies that the results of our analysis indicate have the highest probability of adding value to a client's portfolio. Sector weightings are an important, but secondary, consideration. The process is highly disciplined, and couple's proprietary quantitative technology with the individual judgment of our analysts and the best collective thinking of the entire investment team.

Risks specific to stock investing

Stocks generally fluctuate in value more than bonds and may decline significantly over short time periods. There is a chance that stock prices overall will decline because stock markets tend to move in cycles, with periods of both rising and falling prices. The value of a stock may decline due to general weakness in the stock market or due to specific factors that affect a given company or industry.

FIXED INCOME METHODOLOGY

McKee's fixed income methodology incorporates a bottom-up approach that is opportunistic, yet risk-controlled. Our focus on security analysis and selection is designed to mitigate risk associated with credit, duration, or yield curve decisions.

Economic Outlook: We assess multiple economic/interest rate scenarios using raw economic data from a variety of sources. The intent here is to create a broad framework for portfolio scenario analysis and optimization.

Security Selection and Sector Exposure: Alpha relative to the benchmark is expected to result primarily from strong security selection. We ascertain whether client portfolios would be adequately compensated (in terms of yield) for owning each security and will often work with Wall Street firms and government agencies to create securities specifically for our client portfolios. Current and potential holdings are analyzed on both a relative and historical basis versus the Treasury and Swap curves to determine fair value. Simulations are run to measure performance across the range of economic assumptions. Sector weightings, while monitored carefully, are largely a function of the security selection decision. The credit portion of the portfolio focuses on active trading of the highest quality, most liquid issuers.

Duration and Yield Curve: These decisions represent the most challenging areas in which to consistently add value and can expose the portfolio to unnecessary risk. We operate within a duration range of 80% - 120% versus the benchmark, and the purpose of duration decisions and yield curve positioning is to help convert the yield advantage gained through the security selection process into excess return.

Maturity Structure: Short-term and long-term interest rates seldom change by the same amount (parallel shift of the yield curve). As a result, opportunities exist to add return by identifying the changing shape of the curve and searching for arbitrage opportunities. Fundamental and technical analyses determine the optimal maturity structure (highest expected return/least risk) for the expected changes in rates.

Portfolio Construction and Risk Control: McKee first establishes with each client an appropriate, quantifiable policy benchmark (generally a market index) against which performance results can be measured. The benchmark incorporates the client's tolerance for risk, defined in terms of the variability of returns, as well as the client's long-term objectives and return expectations.

Four Portfolio Managers, and two analysts work as a team to manage all accounts. They concentrate on economic and risk analysis and are responsible for the implementation of overall strategy.

Portfolio risk is measured in terms of duration, maturity structure, sector exposure, and in terms of the estimated tracking error of the portfolio relative to the appropriate benchmark. We use option-adjusted, key rate duration when examining both the market index and our client portfolios. This is required because many market indices contain callable bonds, and our portfolios often include mortgage-backed securities whose durations depend upon prepayment assumptions.

Duration, maturity structure and sector weightings for all accounts are compared to client-specific strategy targets. Risk characteristics, tracking error and performance attribution are calculated on a monthly basis. Proposed modifications are subjected to the same type of analysis in order to determine the amount of risk and cost involved in a given restructuring, and to minimize the introduction of unnecessary and unintended risks in the portfolio.

The quality of the portfolio is high, and the number of securities is controlled to manage transaction costs. Cash levels of approximately 2% or less of the total portfolio are maintained. Annual turnover will range between 75% and 125%, depending upon market conditions.

Monitor Performance: The CMS BondEdge platform, along with McKee's internal measurement systems, provides us with the tools to monitor and attribute portfolio performance. Duration, yield curve, sector allocation and security selection are measured and analyzed. This ensures that portfolio performance matches internal expectations and dispersion among accounts is minimized.

Risks Specific to Fixed Income Investing:

Bonds have two main sources of risk. *Interest rate risk* is the risk that a rise in interest rates will cause the price of a debt security to fall. Securities with longer maturities typically suffer greater declines than those with shorter maturities. Mortgage-backed securities can react somewhat differently to interest rate changes because falling rates can cause losses of principal due to increased mortgage prepayments and rising rates can lead to decreased prepayments and greater volatility. *Credit risk* is the risk that an issuer of a debt security will default (fail to make scheduled interest or principal payments), potentially reducing income distributions and market values. This risk is increased when a security is downgraded, or the perceived creditworthiness of the issuer deteriorates.

Item 9: Disciplinary Information

There are no material disciplinary or legal events to report as of the effective date of this brochure.

Item 10: Other Financial Industry Activities and Affiliations

McKee may make recommendations for clients to utilize the McKee International Equity Fund (SEI). Although McKee, Union Bank, and SEI do not bill clients directly, all parties are compensated per agreements in place between the companies.

McKee, at its expense, pays Foreside Fund Services, LLC ("Foreside"), an unaffiliated FINRA registered broker-dealer, a fee for certain distribution-related services for the McKee International Equity Fund (Fund) so that employees of the Adviser may serve as registered representatives of Foreside to facilitate the distribution of Fund shares.

McKee may enter into contracts with financial intermediaries as a sub-advisor, dual contract manager, and/or money manager with the written permission of the client. In these arrangements, the client would receive multiple ADV Part 2A offerings on an annual basis.

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

A. Summary of Code of Ethics

Our Code of Ethics is designed to put the client first under any scenario. For access personnel at McKee, the code addresses, among other things:

- serving clients' interests ahead of their own;
- not taking inappropriate advantage of their position with the firm;
- avoiding actual or potential conflicts of interest or abuse of their position of trust and responsibility;
- adherence to all federal and state securities laws; and
- disclosure of personal trading activity to the CCO.

A copy of McKee's Code of Ethics is available upon request by any client.

B. Participation or Interest in Client Transactions

The Executive Committee approves all policies regarding employees' participation in the market. Potential conflicts of interest are addressed as they occur.

C. Personal Trading

Employees are permitted to trade in the same and/or related securities that McKee recommends to clients. This presents conflicts of interest if the employee were to use information obtained during the normal course of business to trade ahead of clients. To mitigate this potential conflict, the compliance staff must pre-approve all trades, subject to guidelines listed in the Code of Ethics, for all full-time employees. On a quarterly basis, the CCO reviews the brokerage statements of each full-time employee to confirm compliance with the Code of Ethics.

D. Internal Controls for Personal Trading

The Compliance Group is notified of all across-the-board equity trades before they are executed. Once the notification is received, employees will have to wait until 7 business days after the notification to trade those specific stocks in their personal accounts. For pre-approval of Corporate Bonds, the Compliance Group will reach out to our bond traders prior to approving the purchase/sale of a bond into an employee's personal account.

Item 12: Brokerage Practices

Research and Other Soft-Dollar Benefits Brokers

Brokers are chosen for executing trades based upon, but not limited to, the following considerations:

- knowledge of the local market and/or the specific security;
- liquidity of the security; and
- ability to achieve best execution including, but not limited to, best price, low commission and market impact costs; and ability to accurately follow instructions.

Soft-Dollar Brokers

McKee, if given the option, will use soft-dollar brokers for some of its equity trades. Currently, six soft dollar agreements are in place with Instinet, Gateway, Westminster (BNY), Jones, CAPIS, and Jefferies.

Use of Soft-Dollar Credits

McKee only uses the credits for products and services that qualify for the safe harbor in section 28(e) of the Securities and Exchange Act. These credits are used to obtain both broker and third-party research.

Examples of soft-dollar expenses include Bloomberg, Bridge, and Charles River Order Management and Trading.

Conflicts of Interest

There exist numerous potential conflicts when an investment manager accepts soft-dollar credits:

- McKee may have an incentive to select brokers not for best execution but to obtain the credit.
- If McKee did not accept soft-dollar credits, it would have to pay for research expenses out-of-pocket.
- McKee cannot allocate soft dollar credits among specific users.
- Clients that don't generate soft-dollar credits receive the same benefits as clients that do, as research is used for all clients.
- In addition to clients that don't generate soft dollar credits benefiting from soft dollar research, multiple other parties may benefit as well. If McKee pays for data with soft dollars, it is more than likely that it will be incorporated into numerous reports, and/or assist parties with "decision making". So indirectly as a result of its general use, consultants, prospects, outside businesses of employees disclosed in our ADV, McKee employees, and even the general public can benefit from the soft dollar credits. As an example, employees trading in their own accounts have access to the data purchased with soft dollars and that may assist with their "decision making" for their own investment accounts. In addition, if you consider that we use all the tools at our disposal to create reports and analysis that may be posted on our public website, it can be inferred that soft dollar credits benefit the users of these reports or as it is in this case, the general public.
- McKee may cause a client to pay-up on commissions to obtain soft dollar credits.

Mitigating Conflicts of Interest

Most brokers allow soft-dollar credits. C.S. McKee chooses brokers first on the criteria listed previously and soft-dollar programs are not part of this consideration. The research obtained is valuable and necessary to fulfill McKee's duties as a fiduciary for its clients. The trader and CCO review the soft-dollar expenditures on a monthly basis.

Direct Brokerage

- Clients have the right to direct brokerage.
- Clients must direct McKee, in writing, in order to direct brokerage.
- Clients understand that directing brokerage may cost the client more in the form of higher commissions and/or higher execution prices.

Trading Order Aggregation

Whenever possible, discretionary trading orders are aggregated by C.S. McKee to obtain the most favorable terms for both equity and fixed income clients. The allocations of aggregated orders are done fairly by using the

average price for the entire order. Discretionary, Directed, and UMA/Wrap accounts are traded in rotation and based on an asset-weighted random program that generates a daily automatic email to the Traders/Portfolio Managers. Directed and UMA clients are also assigned a random rotation by our systems within their groups. C.S. McKee reserves the right to modify the rotation for any reason to ensure that trades are executed in a timely manner. Procedures dictated by the client, directed broker, and/or sponsor that require us to execute trades in a fashion significantly different from our normal procedures, may force us to adjust the order rotation in certain situations.

Item 13: Review of Accounts

Staff Accountants – C.S. McKee’s accountants reconcile its internal books with custodian statements on a monthly basis with respect to transactions and holdings. Differences are researched and resolved on an ongoing basis. All reconciliations are documented and kept on file for review.

Relationship Managers – Client Relationship Managers review client statements on a quarterly basis.

Portfolio Managers - The investment team monitors portfolios daily. C.S. McKee uses Charles River Compliance to check clients’ accounts for any violations of their investment policies. These verifications are run on a nightly and pre-trade basis. Alerts and warnings are generated if there is a suspected violation and the investment team is instructed to resolve these situations immediately. Audit trails of alerts are maintained electronically and available for review.

Chief Compliance Officer - The Compliance Department, including outside consultants, review client information on an ongoing basis. The review may include a variety of items, from monthly outlier reports to sampling of invoices, etc.

Client Statements – C.S. McKee has numerous client reports which can be distributed by mail, email, or loaded to a secure website hosted by the client. They can be delivered in Excel, Word, PDF, or any type of text delimited file that is required. Custom reports and the timing of these reports are at the discretion of the client. At a minimum, clients receive a standard quarterly package from McKee that includes holdings, transactions, and performance reporting.

Item 14: Client Referrals and Other Compensation

McKee does not utilize third party solicitors.

Item 15: Custody

In March of 2013, the SEC issued an Investor Bulletin to assist Investment Managers with their determination of whether or not they had custody (directly or indirectly) of client’s assets. Based upon our interpretation of this bulletin, McKee is deemed to have indirect custody of client’s assets for those that allow us to directly debit fees from their account. Clients that allow McKee to deduct fees directly must first approve this with their custodian. Custodians typically monitor these fees for reasonableness to ensure that McKee does not deduct fees in excess of what is owed. McKee sends invoices to all separately managed clients regardless of whether or not we can deduct fees directly. McKee also ensures that clients that allow the deduction of fees receive statements directly from their custodian. For instance, McKee can review the profile of every Schwab client to ensure that someone (consultant/client) is either receiving a physical or electronic statement on at least a quarterly basis.

McKee communicates to clients on the footer of every email that that they should be receiving statements directly from their custodian at least quarterly and to contact us if that is not the case.

On an annual basis, McKee emails our ADV Part 2A and 2B. Effective in 2015, Section 503 of the Gramm-Leach-Bliley Act was amended, no longer requiring the annual delivery of the Privacy Notice, unless there are changes to the actual notice. Starting in 2013, McKee took the extra step to include the following language in the body of the email. “All C.S. McKee clients should receive statements directly from their custodian on at least a quarterly basis. These custodian supplied statements should be compared against those received directly from C.S. McKee. If you are not receiving a statement directly from your custodian, please contact our Chief Compliance Officer at uskreppen@csmckee.com or 412-566-1234.”

Item 16: Investment Discretion

McKee accepts investment authority to manage security accounts on behalf of its clients.

Primary authority is limited to trading (purchases and sales) in client accounts and is granted through the execution of a management agreement.

Other documents that may be required to open an account:

- McKee Client Profile
- Custodian Agreement
- W9
- Authorization to use third party data aggregator (for electronic reconciliation)
- Investment Policy
- Directed Brokerage Letter
- Proxy Letter
- Other (document authorizing client to enter into contract, etc.)

In addition to investment discretion, clients may elect to grant additional authorities:

- Option to deduct fees directly from the account,
- Option to submit corporate actions on the client’s behalf,
- Option to vote proxies on the client’s behalf (McKee defaults to vote proxies in the absence of written documentation to the contrary,)
- Option to submit for class action settlements,
- Option to move funds between accounts with like registration.

Item 17: Voting Client Securities

McKee will accept the authority to vote proxies on behalf of the client.

Objective

The objective of C.S. McKee’s proxy voting process is to maximize the long-term investment performance of its clients.

Policy

Vote all proxy proposals in accordance with management recommendations except in instances where the effect of resolutions could adversely affect shareholder value. In such cases, it is McKee's policy to vote against these proposals. Examples of proposals that could negatively impact shareholder interest include, but are not limited, to the following:

- Anti-takeover amendments such as fair price provisions and staggered board provisions;
- Poison pill provisions designed to discourage another entity from seeking control;
- Greenmail attempts;
- Golden parachutes and related management entrenchment measures; and
- Oversized stock option grants and strike price revisions.

It is McKee's practice to generally not recall securities unless there is a specific issue that we feel warrants forfeiting the securities lending income. It is generally believed that in most cases the certainty of the securities lending income outweighs the potential, but unknown benefit, of the proxy vote.

Procedures

Our procedure for processing proxy statements is as follows:

- Upon receipt, all proxy material will be forwarded to the Senior Vice President of Equities for his/her review. Specifically, proxies will be reviewed for material conflicts of interest and in such cases will be addressed by the Compliance Department to ensure that resolutions are voted in the best interest of shareholders.
- The Senior Vice President of Equities or delegate will vote the resolutions. The vote will be reviewed and signed by the Senior Vice President of Equities or delegate.
- If any proposals are considered to have a potentially negative impact on investment performance, the Senior Vice President of Equities will review the resolutions thoroughly with the Equity Portfolio Manager responsible for the investment.
- After this review, if the Senior Vice President of Equities determines that specific proposals could have a negative impact on investment performance, they will vote against those proposals.
- Copies of all proxy material, along with our voting record, will be maintained and can be obtained by emailing mckeecompliance@csmmckee.com.
- The Senior Vice President of Equities will review our proxy voting record with the Investment Committee annually, or more often if necessary.

Authorization to Vote Proxies

- The default will be for McKee to vote all proxies for securities that it currently owns that are received via mail or electronic proxy service. It is the client's responsibility to make sure that proxies are forwarded to our attention. No reconciliation is made to the proxies received and the shares owned by any client. Voting is completed on a best effort basis.
- Clients must notify McKee in writing if they do not want McKee to vote proxies. These notifications will be kept on file. If McKee is not authorized to vote proxies, the client will receive their proxy statements directly from their custodian.
- Clients may direct McKee to vote any solicitation by contacting their relationship manager.
- In the event of a conflict of interest, McKee shall notify the client to determine the best course of action.

Item 18: Financial Information

McKee does not require or solicit clients to pay more than three months in advance.

If you would like to have a copy of our financial information, please contact your relationship manager.