



**SEAMANS CAPITAL MANAGEMENT, LLC**  
**80 HAYDEN AVE, SUITE 110**  
**LEXINGTON, MA 02421**  
**WWW.SEAMANSHOLDINGS.COM**

**December 31, 2020**

**This brochure provides information about the qualifications and business practices of Seamans Capital Management, LLC. If you have questions about the contents of this brochure, please contact our Chief Compliance Officer at 781-890-5225 or [info@seamansholdings.com](mailto:info@seamansholdings.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.**

**Additional information about Seamans Capital Management, LLC is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**Seamans Capital Management, LLC does not provide the ADV Part 2B, brochure supplement. The disclosures required for ADV Part 2B are included in Item 4 of this brochure. The disclosures provide information about Richard F. Seamans and Eleanor R. Mulvaney, principal owners of Seamans Capital Management, LLC.**

## **Item 2 - Material Changes**

- There were no material changes in 2020.

### **Item 3 - Table of Contents**

Item 2 - Material Changes	2
Item 3 - Table of Contents	3
Item 4 - Advisory Business	4
Item 5 - Fees and Compensation	8
Item 6 - Performance-Based Fees and Side-By-Side Management	11
Item 7 - Types of Clients	11
Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss	12
Item 9 - Disciplinary Information	16
Item 10 - Other Financial Industry Activities and Affiliations	16
Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	16
Item 12 - Brokerage Practices	17
Item 13 - Review of Accounts	17
Item 14 - Client Referrals and Other Compensation	18
Item 15 - Custody	18
Item 16 - Investment Discretion	19
Item 17 - Voting Client Securities	19
Item 18 - Financial Information	19
Item 19 – Requirements for State-Registered Advisers	19

## **Item 4 - Advisory Business**

Seamans Capital Management, LLC (“SCM”) was established in August 1986 to provide strategic investment research to institutions and managers. In the Firm’s early years, it also acted as a sub-advisor in global bond management to mutual funds. In 1993, the Firm began to offer strategic research on commodity and currency prices to resource companies in North America and Australia. In addition, the Firm began offering global income management, which included both global bonds and income-generating global resource stocks.

In 2000, the Firm switched its focus from providing strategic research to providing investment management services for select individuals and their related institutions. In 2002, SCM began to offer separately managed accounts in global income and resource stocks, which was subsequently divided into three components:

- Global bonds, focused primarily on net creditor countries,
- Global energy income, focused primarily on conventional energy services, and
- Global opportunities focused primarily on resource equities to support the demand of a rapidly growing global middle class.

Beginning in 2005, the Firm began adding private pooled investment vehicles focused on four strategies: Global Bonds, Global Income Preferred 6%, Global Energy Income and Global Opportunities. The Global Energy Income product was liquidated and closed at the end of 2012. As technologies made renewable energy cost competitive on a worldwide basis, the New Era Technologies Growth Fund, LLC and the New Era Technologies Income Strategy were added in 2013. The Global Bond product was liquidated and closed at the end of 2014. A Private Series Fund was added in 2018 to invest in private equity, venture capital and private investments in public equities (PIPEs). The fund is focused on companies which provide essential technologies, services and products in a variety of industries including renewables, infrastructure, transportation and natural resources.

SCM invests in a small number of carefully-selected sectors based on their expected outperformance. These include renewable energy-related and income-producing resource investments being transformed by technological developments. Investments are based on fundamental, quantitative and qualitative research on global interest rates, currencies, commodities and financial markets.

### *Separately Managed Accounts*

SCM highly values client relationships built on shared expectations and frequent communication. The engagement process begins with an exploration of a client’s values, investment philosophy and objectives; societal as well as financial. Risk/reward tolerance, investment restrictions and past investment experience are also important factors in establishing a clear understanding of the client’s expectations and objectives. Based on these factors, a customized investment strategy is then structured and an asset allocation proposal is prepared for the client’s review. Subject to modification and the client’s approval, the chosen investment strategy is then implemented. Each separately managed account is managed to one or a combination of the investment strategies detailed above.

## Fund Investments

SCM is the investment manager for the following Funds.

- Seamans New Era Technologies Growth Fund, LLC (“New Era Technologies Growth”)\*
- Seamans Global Income Preferred 6% Fund, LLC (“Global Income Preferred 6%”)
- Seamans Global Opportunities Fund, LLC (“Global Opportunities”)
- Seamans Private Series Fund I, LLC - Series Company 1
- Seamans Private Series Fund I, LLC - Series Company B
- Seamans Private Series Fund I, LLC - Series Company C

\*: Formerly the Seamans Global Clean Energy Fund, LLC

Please see **Item 8** for specific information related to each Fund. SCM provides each prospective Fund member with a private placement memorandum, operating agreement, investor questionnaire, and subscription agreement. Prospective members are urged to examine these documents before making an investment in any Fund.

## Portfolios

SCM managed \$92,656,060 in discretionary assets as of December 31, 2020. SCM does not manage any non-discretionary assets or participate in any wrap fee programs.

SCM adheres to a strict discipline that demands fundamental, quantitative, and qualitative research on global interest rates, specific currencies commodities, global stock markets and personal knowledge of management for developing companies.

Since market changes are constant, we have an embedded commitment to flexibility within our clearly-defined investment discipline. Our well-delineated strategies and risk management help to improve client returns in rising markets and mitigate losses in declining markets. We measure overall account performance and sector allocation to ensure that account guidelines are met. Reviews of account conformance to objectives are also conducted on a regular basis, while individual securities are reviewed more frequently, particularly in the event of a significant change in value.

SCM believes that what investors seek in an investment firm, in addition to advising, managing, and guiding their investments, is sound judgment. At SCM, judgment is not simply a thought process. It is an approach that combines decades of experience, ongoing research, specific areas of expertise, accumulated wisdom, strategic formulation, tactical execution and a strict adherence to SCM’s investment philosophy.

Faith in that judgment, combined with positive, long-term results, creates trust. That deep, enduring trust is why SCM has so many long-standing and mutually-rewarding client relationships.

SCM invests Firm capital alongside client assets.

## Management

### **Richard F. Seamans**

#### **Education, Background and Business Experience**

##### **Richard F. Seamans, CFA, MBA, Founder and Managing Director**

Mr. Seamans, 75, serves as the Chief Investment Officer and Chief Compliance Officer of SCM. He founded the Firm in 1986, which began as a strategic advisor to companies and institutions on interest rates, currencies and commodity prices. The Firm achieved strong investment results on its mining and conventional energy investments from 2002 to 2012. Convictions about the costs and environmental benefits of renewable technologies led Mr. Seamans to begin investing in renewable energy and related technologies in 2013. He was previously a Managing Director and Senior Group Vice President for Scudder, Stevens & Clark, Ltd. in Boston, Massachusetts, now part of Deutsche Bank, where he directed tax-exempt bond research, policy and investments totaling \$3.9 billion.

Mr. Seamans is a member of the Board of Overseers for the Handel and Haydn Society in Boston, MA. He is a past trustee and member of the Investment Committee of Mount Holyoke College in South Hadley, MA.

He received his BA from Duke University in North Carolina, and his MBA, with distinction, from the Wharton School of the University of Pennsylvania. He is a CFA® charterholder.

#### **Disciplinary Information**

Mr. Seamans does not have any legal or disciplinary history to report.

#### **Other Business Activities**

Mr. Seamans is not engaged in any other investment-related business or occupation for compensation not discussed in response to Item 4 of ADV Part 2A, the brochure.

#### **Additional Compensation**

Mr. Seamans does not receive economic benefits from non-clients for providing advisory services to clients.

#### **Supervision**

Mr. Seamans is the Chief Investment Officer and investment advisor representative for SCM. Mr. Seamans is also the Chief Compliance Officer and supervises the Firm with respect to all legal and regulatory requirements of the Investment Advisors Act of 1940. Questions related to the activities of any employee may be directed to Mr. Seamans at the telephone number noted on the Cover Page of the brochure.

## **Eleanor R. Mulvaney Seamans**

### **Education, Background and Business Experience**

#### **Eleanor R. Mulvaney Seamans, MS, Chief Executive Officer**

Mrs. Seamans, 72, is the Chief Executive Officer of SCM. She joined as the Chief Operating Officer in 2002. She is responsible for the Firm's strategic growth and organizational structure as well as oversight for the functions of the Firm's daily operations. Designed around the core principles of continuous learning, collaborative leadership, and strong working relationships, SCM is positioned to operate effectively in a dynamic global environment. Previously she founded the Glastonbury Company, a Waltham, MA-based consulting firm specializing in personal and corporate transformational learning. Mrs. Seamans has more than 20 years of experience as an organizational consultant in financial services, working primarily with senior corporate leaders and entrepreneurs to translate vision into organizational effectiveness and profitable performance.

She currently serves on the Board of Directors of the Public Sector Consortium in Cambridge, MA and previously served on the Board of Trustees at Emmanuel College, Boston, MA, where she founded the Mulvaney Leadership Institute in 2008. She is a consulting member of the Society for Organizational Learning in Cambridge, MA.

Mrs. Seamans is a member of the Tiffany Circle of the American Red Cross in Washington, D.C., which is a society of women leaders. Mrs. Seamans received her BA from Emmanuel College and her MS from Simmons College in Boston, from which she graduated summa cum laude.

### **Disciplinary Information**

Mrs. Seamans does not have any legal or disciplinary history to report.

### **Other Business Activities**

Mrs. Seamans is not engaged in any other investment-related business or occupation for compensation not discussed in response to Item 4 of ADV Part 2A, the brochure.

### **Additional Compensation**

Mrs. Seamans does not receive any economic benefits from non-clients for providing advisory services to clients.

### **Supervision**

Mrs. Seamans is the CEO of SCM. She oversees client relationships, business strategy, personnel, and marketing.

### Privacy

SCM will provide clients with an updated Brochure or summary of material changes within 120 days following fiscal year end, and an opportunity to obtain the full Brochure and/or an updated Notice of Compliance concerning the Disclosure of Nonpublic Personal Information (“Privacy Statement”), in accordance with Section 504 of the Gramm-Leach-Bliley Act.

## **Item 5 - Fees and Compensation**

### Separately Managed Accounts

Investment management fees are paid quarterly in arrears at one-fourth the annual rate shown in the following fee schedule, based on the value of assets in the account(s) at the end of the calendar quarter and the investment strategy employed for the account(s). Management fees are billed directly to the client or deducted from the client account, depending on the client’s election in the Investment Advisory Agreement. Incentive fees (charged only to qualified clients), which are subject to a “high-water mark”, are generally deducted from the client custody account on an annual basis. Incentive fees are based on unrealized appreciation in accounts, as well as realized returns.

SCM has an overall minimum annual investment management fee for new separately managed accounts of \$15,000 for individual clients and \$50,000 for institutional clients. Specific types of accounts also have minimum investment thresholds and differing minimum fees. Investment management fees are negotiable for accounts in excess of \$50 million.

Clients also incur custodian and brokerage fees and other transaction costs. Custody fees and transactions costs are outlined in the client’s custodian agreement. Please refer to Item 12 of this brochure for additional brokerage information. Fee information is reported to clients in their monthly custodian account statements.

Separately managed account clients may terminate their Investment Advisory Agreement upon forty-five (45) to ninety (90) days prior written notice to SCM, depending on the investment strategy. The Investment Advisory Agreement is not assignable without the consent of the client.

### Fund Investments

Investment management fees are accrued monthly based on the aggregate net asset value of the investors’ capital accounts at the end of each month and paid to SCM quarterly in arrears. Incentive fees accrue monthly, based on appreciation of the investor’s capital account, and are paid to the manager on an annual basis, subject to a high-water mark. The SCM Funds are all “pass through” LLCs and operating costs are allocated to investors’ capital accounts based upon percentage ownership of the Fund.



## Fee Schedule for Funds and Individual Accounts

---

### GLOBAL INCOME PREFERRED 6%

---

Investment Management Fee: 1.20% of Assets

Incentive Allocation: 20.00% of Net Asset Gains over a 6.00% Preferred Return (subject to high-water mark)

---

### NEW ERA TECHNOLOGIES INCOME

---

Investment Management Fee: 1.50% of Assets

Incentive Allocation: 15.00% of Net Asset Gains over an 8.00% Hurdle Return (subject to high-water mark)

---

### NEW ERA TECHNOLOGIES GROWTH\*

---

Investment Management Fee: 1.50% of Assets

Incentive Allocation: 15.00% of Net Asset Gains over an 8.00% Hurdle Return (subject to high-water mark)

---

### GLOBAL OPPORTUNITIES

---

Investment Management Fees: 2.00% of Assets

Incentive Allocation: 20.00% of Net Asset Gains over high-water mark

---

### SEAMANS PRIVATE SERIES FUND I - SERIES COMPANY 1

---

Investment Management Fee: 1.75% of Assets

Incentive Allocation: 20.00% after note holders receive a return of their capital contribution plus an 8.00% hurdle return, subject to a catch-up provision.

---

### SEAMANS PRIVATE SERIES FUND I - SERIES COMPANY B

---

Investment Management Fee: 2.00% of Assets

Incentive Allocation: 20.00% after note holders receive a return of their capital contribution plus an 8.00% hurdle return, subject to a catch-up provision. 30.00% after note holders receive a 25.00% hurdle return.

---

### SEAMANS PRIVATE SERIES FUND I - SERIES COMPANY C

---

Investment Management Fee: 2.00% of Assets

Incentive Allocation: 20.00% after note holders receive a return of their capital contribution plus an 8.00% hurdle return, subject to a catch-up provision.

\*: Formerly the Seamans Global Clean Energy Fund, LLC

### Fund Subscription and Redemption

Funds are available for subscription at the beginning of every calendar month with a minimum investment of \$2,500,000 for institutions and \$500,000 for individuals. The Fund redemption schedule is as follows:

<b>Fund</b>	<b>Written Notice</b>	<b>Calendar Timing</b>
GLOBAL INCOME PREFERRED 6% FUND	45 Days	Quarterly
NEW ERA TECHNOLOGIES GROWTH FUND*	90 Days	Quarterly
GLOBAL OPPORTUNITIES FUND	90 Days	Quarterly
SEAMANS PRIVATE SERIES FUND I – SERIES COMPANY 1**	NA	NA
SEAMANS PRIVATE SERIES FUND I – SERIES COMPANY B**	NA	NA
SEAMANS PRIVATE SERIES FUND I – SERIES COMPANY C**	NA	NA

\*: Formerly the Seamans Global Clean Energy Fund, LLC

\*\* : Investments in these funds may be redeemed at the discretion of the Manager.

### Separately Managed Accounts Investment and Redemption

Separately Managed Accounts are available to “Qualified Clients” as described in Rule 205-3 of the Investment Adviser Act of 1940 with a minimum investment of \$5,000,000 million for institutions and \$1,000,000 million for individuals. The separately managed account redemption schedule is as follows:

<b>Strategy</b>	<b>Written Notice</b>	<b>Calendar Timing</b>
GLOBAL INCOME PREFERRED 6%	45 Days	Quarterly
NEW ERA TECHNOLOGIES INCOME	90 Days	Quarterly
NEW ERA TECHNOLOGIES GROWTH	90 Days	Quarterly
GLOBAL OPPORTUNITIES FUND	90 Days	Quarterly

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

SCM manages separate accounts and Funds that have both performance-based fees and non-performance-based management fees as described in Item 5. Performance-based fees for separately managed accounts and Funds are charged on Global Income Preferred 6%, New Era Technologies Growth, New Era Technologies Income, Global Opportunities strategies, Seamans Private Series Fund I, LLC - Series Company 1, Seamans Private Series Fund I, LLC – Series Company B, Seamans Private Series Fund I, LLC – Series Company C.

SCM manages Global Income Preferred 6% accounts that have performance-based fees alongside accounts that do not. There have not been any non-performance-based fee accounts in this strategy opened since 2005.

Managing accounts that pay performance-based fees and asset-based fees with the same strategy creates an inherent conflict of interest. Allocating lower cost securities to accounts earning performance-based fees can increase incentive fees. In order to mitigate this conflict of interest, SCM trading discipline dictates that securities are allocated in similar proportions and costs to accounts of similar size.

At times it may be advantageous for an adviser to group orders into “block” transactions to obtain better execution or more favorable terms for clients. With respect to this process, all firm personnel should be working towards the goal of ensuring that clients are treated in a fair and equitable manner across all strategies that may be buying or selling a particular security in a block trade at the same time.

## **Item 7 - Types of Clients**

SCM manages separately managed accounts and Funds available to the following types of clients.

- High Net Worth Individuals
- Investment Companies
- Family Offices
- Endowments
- Pension and Profit-Sharing Plans
- Pooled Investment Vehicles

## **Schedule of Minimum Investments**

---

**FUND – INDIVIDUAL INVESTORS**

---

\$500,000

---

**FUND – INSTITUTIONAL INVESTORS**

---

\$2,500,000

---

**SEPARATELY MANAGED ACCOUNT – INDIVIDUAL INVESTORS**

---

\$1,000,000

---

**SEPARATELY MANAGED ACCOUNT – INSTITUTIONAL INVESTORS**

---

\$5,000,000

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

SCM analyzes trends in major industrialized and emerging market countries to determine the effects of changes in fiscal and monetary policies on economic growth and financial markets. Elections and tax changes frequently cause short-term dislocations, which may lead to investment opportunities or risks. SCM selectively reviews the information available from government and industry publications, expert source research materials, corporate rating services, company information and the financial media. The Firm also directly engages successful entrepreneurs, corporate visionaries, investors and other stakeholders in the field to obtain valuable research and specific knowledge. SCM relies on global relationships for technical and business expertise in the resource markets and proprietary research models to identify, examine, and select appropriate opportunities in each market sector and industry.

SCM utilizes a top-down approach to broad markets and a bottom-up approach to individual securities. Proprietary signaling tools and technical analysis are also employed in the selection of investments. SCM's analysis identifies broad investment classes and markets that benefit from multiple factors. Individual companies in these market sectors are evaluated to determine the best investment opportunities. SCM analysis is focused on finding companies that generate rising future cash flow. Future cash flow growth creates fundamentally sound investment opportunities and leads to higher company valuations. Equity investments are evaluated using top-down fundamental analysis of markets and industries and bottom-up fundamental analysis of companies, including discounted cash flow modeling, peer relative-valuation analysis, and management and expert analysis. Global bond influences are evaluated based on economic analysis that is focused on international capital flows, interest rates, currencies, government and central bank policies, and the impact of commodity and equity markets on international trade. SCM analysis of private equity investments is focused on identifying and investing in companies which provide essential technologies, services, and products in a variety of industries including renewables, infrastructure, transportation, and natural resources.

Portfolios are crafted by aligning the results of SCM's time-tested research and security selection methods with clients' investment objectives. SCM maintains an absolute return approach, concentrating on returns from specific sectors, rather than returns relative to an index. The Firm's commitment to flexibility and adherence to clearly defined investment principals has allowed SCM to stay ahead of constantly changing markets.

Monitoring and predicting the ebb and flow of international capital are important to returns. SCM Funds/strategies are intended to produce or develop sustainable cash flow and positive long-term real returns. Each Fund/strategy has a specific investment objective and income goal, as described in the following chart:

<b>Fund / Strategy</b>	<b>Bonds</b> U.S. and other Major International Markets	<b>Resource</b> Physical Precious Metals	<b>Equity</b> Private	<b>Equity</b> Technology & Other Stocks	<b>Equity</b> Metals and Mining Stocks	<b>Investment Objective</b>	<b>Major Risk Areas</b>
Global Income Preferred 6%	✓	✓	✓	✓	✓	Capital, Growth and Income	Interest Rates, Currencies, Countries and Markets
New Era Technologies Income				✓		Capital, Growth and Income	Markets, Countries and Currencies
New Era Technologies Growth*			✓	✓		Capital Growth	Markets, Countries and Currencies
Global Opportunities		✓	✓	✓	✓	Capital Growth	Markets, Countries and Currencies
Seamans Private Series Fund I, LLC - Series Company 1			✓			Capital Growth	Business Execution
Seamans Private Series Fund I, LLC - Series Company B			✓			Capital Growth	Business Execution
Seamans Private Series Fund I, LLC - Series Company C			✓			Capital Growth	Business Execution

✓ : reflects portfolio holdings

\* : Formerly the Seamans Global Clean Energy Fund, LLC

## Risk Areas

### **Interest Rate**

Generally, the value of fixed income securities will change inversely with changes in interest rates. As interest rates rise, the market value of fixed income securities tends to decrease. Conversely, as interest rates fall, the market value of fixed income securities tends to increase. This risk will be greater for long-term securities than for short-term securities.

### **U.S. Government Securities**

Generally, these securities include U.S. Treasury obligations and obligations issued or guaranteed by U.S. Government agencies, instrumentalities or sponsored enterprises. U.S. Government securities also include Treasury receipts and other stripped U.S. Government securities, where the interest and principal components of stripped U.S. Government securities are traded independently. These securities are subject to market and interest rate risk. Portfolio managers retained by the funds may also invest in zero coupon U.S. Treasury securities and in zero coupon securities issued by financial institutions, which represent a proportionate interest in underlying U.S. Treasury securities. A zero-coupon security pays no interest to its holder during its life, and its value consists of the difference between its face value at maturity and its cost. The market prices of zero-coupon securities generally are more volatile than the market prices of securities that pay interest periodically.

### **Corporate Debt Securities**

Corporate debt obligations, including commercial paper, involve interest rate risks described above, as well as the risk of an issuer's inability to meet principal and interest payments on the obligations.

### **High Yield Securities**

"High yield" bonds and preferred securities that are rated in the lower rating categories by the various credit rating agencies (or in comparable non-rated securities) are subject to greater risk of loss of principal and interest than higher-rated securities and are generally considered to be predominantly speculative with respect to the issuer's capacity to pay interest and principal.

### **Foreign Securities**

Investing in these securities involves considerations and possible risks not typically involved in investing in securities issued by companies domiciled and operating in the United States, including instability of some foreign governments, the possibility of expropriation, limitations on the use or removal of funds or other assets, changes in governmental administration or economic or monetary policy (in the United States or abroad) or changed circumstances in dealings between nations. The application of foreign tax laws (e.g., the imposition of withholding taxes on dividend, interest or other payments) or confiscatory taxation may also affect investment in foreign securities (country risk).

### **Private Equity**

Private equity investments are almost entirely illiquid, consisting of securities and other instruments which are non-traded and usually restricted as to transferability. Private equity investments may be

relatively liquid when acquired but become illiquid after investment. In general, these restricted securities cannot be sold publicly. In addition, some of the securities may be subject to practical limitations on sale or distribution or contractual restrictions or contractual limitations on sale (such as being subject to a “lock-up” provision). All these restrictions and limitations on liquidity could prevent successful sale of private equity investments, or delay or reduce the amount of proceeds that might be realized from a sale.

Private equity investments are generally illiquid and difficult to value. No assurance can be given that there will be a public market for any private securities purchased, whether or not the public markets generally become more receptive to such initial public offerings (liquidity risk).

The daily operations of a private equity company are conducted by, and the performance of the private equity company will depend on, its own management (management risk).

## **Risk Management**

SCM focuses primarily on four types of risk: liquidity risk, country risk, interest rate risk, and co-investor risk. Risk control begins with the selection of investments that have low risks relative to expected returns. Historical analysis provides the basis for this determination. Bond, stock and currency positions are monitored frequently and consistently to reduce risk. Convertible bonds and preferred stocks are generally purchased at prices that represent modest premiums to comparable underlying issues. This provides downside protection to the investment in the event of a substantial fall in the price of the stock. Positions are re-evaluated whenever there are significant price changes.

SCM may use cash in combination with shorts on the stock market, sector indices, and individual securities, as well as currency hedging to mitigate portfolio risks. Controlling risk and minimizing losses are important parts of achieving favorable investment returns. Knowledge of, judgment on, and expertise in risk/reward tradeoffs generates greater returns with less risk. SCM consistently monitors bond, stock and currency positions to reduce risk.

SCM investment strategies may involve frequent trading which may cause clients to pay more commissions and possibly, more taxes. Investing in the Global Opportunities strategy and Seamans Private Series Companies may involve risk of loss that clients should be prepared to bear because of investment in early development companies.

Incentive fees payable to SCM are based upon portfolio valuation. Regarding securities for which market quotations are not readily available, SCM shall make a good faith determination of the fair market value of these securities. SCM may obtain and rely on information provided by any source or sources, both external or internal, that it reasonably believes to be accurate and reliable valuation material. Consequently, while SCM will attempt to reach a fair value determination in good faith, there is no assurance that the value determined by SCM will be an accurate reflection of the fair market value of the assets.

## **Item 9 - Disciplinary Information**

SCM is required to disclose all legal and disciplinary events that are material to clients and prospective clients for evaluating SCM or the integrity of SCM's management. Neither SCM nor its management has any legal or disciplinary events to report.

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

SCM and its principals are not involved in other financial industry activities nor do they have other business affiliations that create conflicts of interest that would impair the objectivity of its advisory services.

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

In accordance with SEC rule 204A-1 of the Investment Advisors Act of 1940, SCM has implemented a Code of Ethics, to promote the highest levels of ethical conduct among SCM officers, directors, and employees in word, action, and spirit; thereby honoring the Firms' fiduciary obligations to its clients.

Below, please find a general outline of the principles SCM embraces with respect to the conduct of each of its employees, officers, and directors when acting on behalf of SCM or in any capacity that affects the interests of a SCM client:

- The duty at all times to place the best interests of our clients first.
- The requirement that all personal securities transactions be conducted consistent with the code of ethics and in such a manner as to avoid any actual or potential conflict of interest or any abuse of your position of trust and responsibility.
- The fundamental standard that SCM personnel should have knowledge of and comply with all applicable federal securities laws.
- The importance of acting with honesty, integrity and professionalism in all aspects of our business.
- The duty to avoid or report any possible conflicts of interest that may arise between an employee, officer, or director and their responsibilities to SCM and the Firm's clients. This may include, but is not limited to: insider trading, serving on the Board of a publicly traded company, political and charitable donations, and the acceptance or offer of inappropriate gifts, favors, entertainment, or things of special value that could be viewed as overly generous and aimed at influencing decision-making or making a client feel beholden to an employee or SCM.
- The fiduciary principle to keep confidential all information of current (and past) clients including, but not limited to, their identity, financial circumstances, security holdings, and other miscellaneous personal and financial information, as laid out in Federal and State law and implemented in the SCM Privacy Policy.
- The principle that any marketing materials offered by SCM and/or its employees about the Firm's strategies, products, and offerings must be professional, accurate, balanced, and not



misleading in any way.

- The duties of the Chief Compliance Officer to review the Code of Ethics annually for efficacy and adequacy, to train staff in any changes, to keep a copy of every Code of Ethics implemented over the past five years, and to keep accurate records of any infractions, exceptions, and Firm access persons.

All SCM employees are required to review the Code of Ethics and sign an agreement adhering to said principles. A copy of the Firm's Code of Ethics is available upon request.

## **Item 12 - Brokerage Practices**

SCM does not permit clients to direct trades to specific brokers. SCM has full discretion over the securities purchased or sold for accounts, broker selections and commissions paid. The Firm does not consider, in selecting or recommending broker-dealers, whether SCM or a related person receives client referrals from a broker-dealer or third party. The primary criteria for selecting brokers are execution skills, willingness to negotiate low commissions, efficiency and accuracy in confirming and settling trades and financial positions. SCM regularly monitors executing brokers to comply with "best execution" standards. The Firm does not have an affiliate relationship or have another economic relationship with the broker-dealers selected that create a material conflict of interest.

There is a natural conflict of interest between investors and advisors where advisors seek to reduce their expenses by generating "soft-dollar" commissions to defray their expenses for and access to analytical tools from broker-dealers. SCM believes that it is important to achieve strong net returns for clients. For this reason, "soft-dollar" commissions are largely generated only when commissions paid to "soft-dollar" brokers are at a competitive level for a security. As a result, SCM does not create a situation where higher than normal commissions are generated in return for "soft-dollar" benefits. In 2020, approximately 68% of commissions were directed to brokers in return for "soft-dollar" credits.

SCM does not seek to allocate "soft-dollar" benefits to client account(s) proportionately to the account(s) generating the "soft-dollar" credits. Rather, "soft-dollar" research materials and computerized analytical tools are used to benefit all clients. SCM does not pay commissions higher than those charged by other broker-dealers in return for "soft-dollar" benefits.

Trades for funds and separate accounts may be aggregated in blocks for "best execution" including greater flexibility and lower cost. These trades are allocated to funds and separate accounts in accordance with SCM's trade allocation policies, designed to provide fair and equitable treatment of all participants.

## **Item 13 - Review of Accounts**

The Chief Investment Officer, or a designated portfolio manager, reviews every account on a quarterly or more frequent basis. Market or political events and changes in a client's individual circumstances trigger more frequent reviews of separately managed accounts. The Fund portfolios are reviewed on a weekly basis.

For both separately managed accounts and Funds, SCM measures overall account performance and sector allocation to ensure that account guidelines are met. Reviews of account conformity to objectives are also conducted on a regular basis, while individual securities are reviewed more frequently, particularly in the event of a significant change in value.

SCM sends quarterly statements to separately managed account clients. These written statements report the individual holdings and the asset values of their individual account(s). Separately managed account clients, as well as clients in the Firm's funds, receive written Investor Reports from SCM. These letters review significant events of the previous quarter and their impact on investment performance. Broad trends may be reviewed along with the long-term outlook on various investment sectors.

Separately managed account clients receive written monthly account statements from their respective qualified custodians. Fund investors receive written monthly account statements from the Fund's administrator. Private Equity Fund investors receive written quarterly account statements from the Fund's administrator.

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

SCM does not receive economic benefits from non-clients for providing advisory services to clients.

SCM does not employ the services of "finders" in obtaining new clients.

#### **Item 15 - Custody**

The client's or Fund's custodian has custody of all the security investments in the client's or fund's account(s), per agreement. SCM has custody of client's funds and securities only to the extent of agreed upon authority to deduct investment management fees directly from the client's account(s). Separately managed account clients receive a monthly account statement directly from their respective qualified custodian which includes transaction reports, client contributions, withdrawals, and all fees and expenses. Fund investors receive monthly account statements from the Fund's administrator showing the account's month-end value together with any contributions and withdrawals. Private Equity Fund investors receive quarterly account statements from the Fund's administrator showing the account's quarter-end value together with any contributions and withdrawals. Clients are urged to carefully review their statements upon receipt. SCM recommends that separately managed account clients compare their quarterly holding reports, prepared by SCM, to the custodian's monthly report.

## **Item 16 - Investment Discretion**

SCM has full discretionary authority to manage the securities held in the separately managed accounts and Funds. Separately managed account clients execute an Investment Advisory Agreement, which governs the authority and fees. Documentation is provided to Fund investors, including a private placement memorandum, limited liability company operating agreement, investor questionnaire, and subscription agreement.

## **Item 17 - Voting Client Securities**

Rule 206(4)-6 of the Advisors Act sets forth the conditions under which advisors have fiduciary obligations with respect to each client for which the advisor exercises investment discretion, including the authority and responsibility to vote proxies. Advisors with proxy voting authority must monitor corporate developments and, where appropriate, vote proxies. In addition, advisors must cast proxy votes in the best interest of its clients.

SCM has adopted the following policies and procedures with respect to voting proxies on behalf of its clients:

- SCM has a proxy voting policy, which may be updated and supplemented from time-to-time, for clients who delegate the authority or responsibility to vote their proxies to SCM.
- Clients may request a copy of the proxy voting policy and information about how their securities were voted.
- SCM monitors such voting for any potential conflicts with the interests with its clients.
- SCM may on occasion use the advice of an independent third party to review the proxies to supplement research.
- It is SCM's general policy to vote proxies in what it considers to be in the best interests of its clients. If mitigating circumstances and/or conflicts of interests arise, the circumstances or conflicts will be discussed by SCM's Investment Committee. This Committee may inform the client or may forward the proxy material to the client if it deems it necessary for review.

## **Item 18 - Financial Information**

SCM has discretionary authority over investment trading and may deduct fees directly from client accounts in arrears but does not require or solicit payment of any fees from clients in advance. SCM has never filed a bankruptcy petition and does not foresee any financial condition that would impair the Firm's ability to meet contractual commitments to clients.

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

The required information has been supplied elsewhere in the Form ADV.