

## Item 1. Cover Page



This ADV Part 2A ("Brochure"), dated August 7, 2023, provides information about the qualifications and business practices of:

**McMorgan & Company LLC**  
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**San Francisco, CA 94105**  
**[www.mcmorgan.com](http://www.mcmorgan.com)**

If you have any questions about the content of this Brochure please contact:

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*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. In addition, registration as an investment adviser does not imply a certain level of skill or training.*

*Additional information about McMorgan & Company LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).*

## **Item 2. Summary of Material Changes**

This Brochure dated August 7, 2023, contains material changes since the last annual update of the Brochure dated March 30, 2023. Please note that there have been no material changes to report since our prior versions of this Brochure.

McMorgan has revised the language in other sections of this Brochure but has not materially altered any of its responses in this Brochure, except as noted above (if applicable). Please note that this summary of material changes discusses only those material changes that have occurred since the last annual update of McMorgan's Form ADV Part 2A. We encourage you to read this brochure in its entirety and to call us with any questions you may have.

### Item 3. Table of Contents

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## **Item 4. Advisory Business**

### **A. Description of Firm**

McMorgan & Company LLC (“McMorgan”) is a San Francisco-based investment adviser that provides investment management services to institutional clients such as Taft-Hartley pension plans, multi-employer, jointly-trusted benefit plans, public pension plans, and other institutional clients, individual clients, as well as to high net worth clients. These services include advising clients in connection with investments in, among other things, various equity and fixed-income separate account products. McMorgan often executes its investment strategies through unaffiliated investment management firms selected and monitored by McMorgan, as described in greater detail below. McMorgan provides discretionary investment management to private funds<sup>1</sup> (as described in greater detail below) and also makes available private funds that are managed by independent investment advisers.

McMorgan was founded in 1969 and has been registered as an investment adviser with the U.S. Securities and Exchange Commission (“SEC”) since October 2001. McMorgan is principally owned by MCM Holdings, LP. There are no owners of MCM Holdings, LP that maintain 25% or more beneficial ownership.

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

#### **Fixed Income Separate Accounts – Selection of Sub-Advisers**

McMorgan generally selects and engages various independent investment advisers (“Sub-Advisers”) to manage the portfolios of institutional clients. Through sub-advisory agreements, McMorgan utilizes the services of various unaffiliated Sub-Advisers to provide active discretionary portfolio management for fixed-income separate account strategies. Pursuant to the terms of the sub-advisory agreements entered into between McMorgan and each Sub-Adviser, McMorgan delegates and grants to the Sub-Advisers the authority to buy, sell, or otherwise effect transactions for each account in accordance with the investment guidelines established for each account and other instructions or restrictions communicated to the Sub-Adviser by McMorgan.

McMorgan selects Sub-Advisers based on an evaluation of their skills and investment results in managing assets for specific asset classes, investment styles, and strategies. Although McMorgan has delegated responsibility for day-to-day portfolio management (including authority over security-level decisions) to various Sub-Advisers, McMorgan will monitor such Sub-Advisers’ performance with respect to their management of client assets and retain the authority to engage or terminate each such Sub-Adviser. Any decision to engage or terminate a particular Sub-

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<sup>1</sup> Private Funds are not registered under the Investment Company Act of 1940, as amended (the “Investment Company Act”), and the interests or offering is not registered under the Securities Act of 1933, as amended (the “Securities Act”). A private fund is an issuer that would be an investment company as defined in Section 3 of the Investment Company Act of 1940 but for section 3(c) thereof.

Adviser will be based upon the continued suitability and performance of the Sub-Adviser in relation to its management of client assets.

Generally, specific Sub-Advisers are utilized for each particular investment strategy. Information pertaining to various products or investment strategies also refers to the strategy or product of the particular Sub-Adviser, unless otherwise specified or the context otherwise requires.

Information regarding the services and strategies provided by the Sub-Advisers is set forth below. A more detailed description of the specific services available from each Sub-Adviser can be found in the specific Sub-Adviser's current Form ADV Part 2A. Clients are encouraged to carefully review each Sub-Adviser's Form ADV Part 2A disclosure Brochure for a more in-depth description of their service offerings, fees and expenses, potential conflicts of interest, and professional background information applicable to each Sub-Adviser.

#### *Sub-Adviser Relationships*

McMorgan has entered into sub-advisory agreements with Ducenta Squared Asset Management ("DSAM") MacKay Shields LLC ("MacKay"), 55I, LLC d/b/a 55ip ("55IP"), and Garcia Hamilton & Associates, L.P ("Garcia Hamilton"), each of which is an investment adviser registered under the Investment Advisers Act of 1940, as amended (the "Advisers Act"). Ducenta serves as a Sub-Adviser for McMorgan's separate account fixed-income client portfolios. MacKay serves as a Sub-Adviser for McMorgan's separate account fixed-income client portfolios. 55IP serves as a trading Sub-Advisor to certain designated client accounts. Garcia Hamilton serves as a Sub-Adviser for McMorgan's separate account fixed income client portfolios.

Ducenta provides investment management services to individual and institutional investors, trusts, charitable corporations, pension plans, investment companies, and pooled investment vehicles. They offer a variety of investment strategies that utilize fixed-income securities and other instruments.

MacKay is a fixed-income and equity investment management firm. It provides advisory services primarily to institutions such as SEC-registered investment companies and other collective investment vehicles, insurance companies, corporate pension funds, endowments, foundations, Taft-Hartley plans, public funds, investment funds not registered with the SEC, wrap fee programs, non-U.S. collective investment vehicles, non-U.S. clients and high net worth clients. MacKay has several investment teams in both fixed income and equity strategies and solutions. The fixed income teams are: Convertibles, Global Fixed Income, High Yield, and MacKay Municipal Managers. Certain of their investment strategies are managed cooperatively by more than one investment team. Investment strategies may be available through separately managed accounts and/or collective investment vehicles.

55ip primarily offers the following types of discretionary and non-discretionary advisory services to its clients (collectively, the "Clients"; each a "Client"): Sub-advisory services are offered to affiliated and unaffiliated institutions including other registered investment advisers ("RIAs") (each a "Sub-Advisory Client"), which may include advisory services through wrap fee

programs; Trade list delivery services are offered to affiliated and unaffiliated institutions, including RIAs (each a “Trade List Client”); and in limited circumstances, investment advice and portfolio management services are offered directly to high net worth individuals (each an “Individual Client”) through separately managed accounts. When 55ip is engaged to provide discretionary services to its Sub-Advisory Clients, 55ip creates the buy and sell orders and directs trading activity for the individual accounts, pursuant to a sub-advisory Agreement. Except in Wrap Programs, 55ip does not directly maintain a relationship with, nor serve as an investment adviser to any underlying investor of its Sub-Advisory Clients.

Garcia Hamilton provides investment management services through Separate Account Portfolio Management, Mutual Fund Portfolio Management (Sub-Adviser) and Model Portfolio Management (Sub-Advisor). Garcia Hamilton’s investment strategies incorporate domestic, high-quality fixed-income securities in single asset class portfolios.

All strategies seek to minimize transaction costs by implementing disciplined and sophisticated trading strategies. Please refer to Item 8, entitled “Methods of Analysis, Investment Strategies and Risk of Loss” for additional information regarding the investment strategies used and their associated risks.

Clients may develop written investment policy statements in accordance with each client’s unique objectives and investment guidelines. Clients can generally impose restrictions within their investment portfolio through these investment guidelines. Client-imposed restrictions are detailed in the client’s investment advisory agreement. McMorgan may act as the “investment manager” as defined by Employee Retirement Income Security Act of 1974 (ERISA) within the framework of the investment policy statement for its multi-employer benefit and certain other pension plan clients.

### **Small Cap and All Cap Equity**

McMorgan also manages Small Cap and All Cap equity investments in-house for institutional and private clients. The McMorgan Equity Team invests in high quality businesses at what it believes is a significant discount to their estimate of fair value. The Portfolio Managers are analysts first and look closely at the underlying fundamentals of the businesses that they invest in. The Team are long-term investors, looking to benefit from thorough research that is used to construct a focused portfolio. The McMorgan Equity Team is a separate business division of McMorgan. McMorgan now claims compliance with GIPS standards in connection with the McMorgan Equity Team business division.

### **Real Estate**

McMorgan manages real estate investments for institutional separate accounts. McMorgan’s principal focus is investments in real estate direct equity and debt investments, including income-producing properties or land-development opportunities, investments in new construction, redevelopment projects, sales of assets, first deeds of trust, real estate investment trusts, limited liability companies, and other real estate securities. McMorgan charges an asset-based fee for managing real estate investment portfolios or a fee based on a percentage of the value of a

purchase, development or sale. Real estate separate accounts are managed to investors' specific guidelines and risk tolerances.

McMorgan co-manages (with New York Life Investments) the McMorgan Northern California Value Add/Development Fund II, LP ("MNCVAD II"), a commingled pooled investment vehicle dedicated to investing in commercial and multi-family residential real estate in Northern California, with a concentration in the Bay Area and Sacramento regions. Affiliates of McMorgan and New York Life Investments serve as the Co-General Partners of MNCVAD II (each a "General Partner"). MNCVAD II is governed by a limited partnership agreement that specifies the applicable investment guidelines and investment restrictions. Investors in MNCVAD II (the "Limited Partners") also received a Confidential Information Memorandum ("Memorandum") detailing the details and risks of the investment. McMorgan may in the future sponsor, advise, and/or manage additional pooled investment vehicles with similar investment programs.

### **Private Infrastructure Funds**

#### **McMorgan Infrastructure Funds I & II**

McMorgan (i) provides discretionary investment management services to McMorgan Infrastructure Fund I, LP ("Infrastructure Fund I") which was created as a dedicated vehicle to participate alongside Ontario Municipal Employees Retirement System and its affiliates ("OMERS") in the Global Strategic Investment Alliance (the "GSIA") as a direct member, and (ii) intends to provide discretionary investment management services to McMorgan Infrastructure Fund II, LP, McMorgan Infrastructure Fund II (ERISA) LP and McMorgan Infrastructure Fund II (Canada) LP (together "Infrastructure Fund II"), ("Infrastructure Fund II" and together with Infrastructure Fund I, the "Infrastructure Funds"), which is being created as a dedicated vehicle to participate as a direct investor in large infrastructure assets alongside OMERS and other similarly situated infrastructure investors.

#### **GSIA**

The GSIA was a co-investment program established to bring together a limited number of sophisticated institutional investors to jointly invest in large-scale infrastructure "Alpha Assets," which are generally defined as large-scale, capital-intensive assets with enterprise values in excess of \$2 billion.

Infrastructure Fund I targets Alpha Asset infrastructure investments in the following sectors: transportation (such as transportation gateways, roads, airports, seaports, bridges and tunnels); energy (such as power generation and transmission and gas pipelines); utilities (such as gas or electrical distribution networks or water or waste treatment plants); communications (such as satellite, communication towers, radio frequency devices and emergency band services); and government regulated or other essential services (such as laboratory diagnostic services and land registry services).

McMorgan Infrastructure Fund I GP, LLC (“Infrastructure I GP”), an affiliate of McMorgan, serves as the general partner of the Infrastructure Fund I and is responsible for the overall administration of Infrastructure Fund I, including investment decision-making, reporting, and governance. Infrastructure GP I has delegated the role of investment adviser to McMorgan. McMorgan has outsourced asset management responsibility for Infrastructure Fund I to OMERS.

The Alliance Committee of the GSIA is the critical decision-making body of the GSIA and is comprised of representatives from each Alliance Member, including Infrastructure Fund I. Infrastructure GP I appoints Infrastructure Fund I’s representatives on the Alliance Committee and direct the votes of Infrastructure Fund I at the Alliance Committee through those appointees.

### OMERS

OMERS intends to participate out to a limited number of sophisticated institutional investors, including Infrastructure Fund II, a joint investment in large-scale infrastructure assets that typically exhibit certain characteristics that are believed to give rise to a low correlation to public markets and a strong and steady return profile. Investments in any asset such will typically be no less than \$500 million USD in the aggregate. OMERS currently expects to commit up to 50% of such amount for each investment.

Infrastructure Fund II will target infrastructure investments in the following sectors: transportation (such as transportation gateways, roads, airports, seaports, bridges and tunnels); energy (such as power generation and transmission and gas pipelines); utilities (such as gas or electrical distribution networks or water or waste treatment plants); communications (such as satellite, communication towers, fiber networks, radio frequency devices and emergency band services); and government regulated or other essential services (such as laboratory diagnostic services and land registry services).

McMorgan Infrastructure Fund II GP, LLC (“Infrastructure II GP”), an affiliate of McMorgan, will serve as the general partner of Infrastructure Fund II and is responsible for the overall administration of Infrastructure Fund II, including investment decision-making, reporting and governance. Infrastructure II GP will delegate the role of investment adviser to McMorgan or its affiliate. McMorgan will outsource asset management responsibility for Infrastructure Fund II to OMERS.

### McMorgan Infrastructure Fund II (ERISA) LP

McMorgan Infrastructure Fund II (ERISA) LP (the “ERISA Feeder”) is a Delaware limited partnership organized in September 2022. The ERISA Feeder has been formed to facilitate the indirect participation of certain U.S. investors subject to the Employee Retirement Income Security Act of 1974, as amended, (“ERISA”), in the McMorgan Infrastructure Fund II, LP (the “Main Partnership”). The ERISA Feeder has no prior operating history and the sole investment and business objective of the ERISA Feeder is to acquire direct limited partnership interests in the Main Partnership.



### McMorgan Infrastructure Fund II (Canada) LP

McMorgan Infrastructure Fund II (Canada) LP (the “Canada Feeder”) is a Delaware limited partnership organized in November 2022. The Canada Feeder has been formed to facilitate the indirect participation of certain Canadian investors that wish to make an investment in Canadian currency into the McMorgan Infrastructure Fund II, LP (the “Main Partnership”) indirectly through participation in the Canada Feeder. The Canada Feeder has no prior operating history and the sole investment and business objective of the Canada Feeder is to acquire a limited partnership interest in the Main Partnership (a “Main Partnership Interest”).

### McMorgan Opportunity Fund, LP

McMorgan manages the McMorgan Opportunity Fund, LP (the “McMorgan Opportunity Fund”), a partnership formed to provide Investors with an opportunity to realize long-term capital appreciation through the McMorgan Opportunity Fund’s venture capital and private equity investments, primarily through acquiring, holding and disposing of equity securities issued by private companies. McMorgan Opportunity Fund GP, LLC an affiliate of McMorgan will be the general partner of the Partnership. McMorgan is responsible for investment-advisory, portfolio-management and other services, including evaluating, structuring and negotiating potential investments. McMorgan Opportunity Fund is governed by a limited partnership agreement that specifies the applicable investment guidelines and investment restrictions. Investors in the McMorgan Opportunity Fund also received a Risk Factors sheet detailing the details and risks of the investment. The primary investors in McMorgan Opportunity Fund are partners and certain other associates of McMorgan. All investors must meet certain eligibility and sophistication requirements as outlined in the appropriate governing documents before subscription.

### McMorgan Vickers Fund VI, L.P.

McMorgan Vickers Fund VI, L.P. (the “Plan Asset Feeder Fund”) is a Delaware limited partnership organized in February 2020 for the purpose of serving as a feeder fund of Vickers Venture Fund VI (Plan) LP (the “Vickers Fund”), through which qualified retirement plans (including Taft-Hartley plans) may make an indirect investment in the Vickers Fund. McMorgan Vickers Fund VI GP, LLC, the general partner of the Plan Asset Feeder Fund, established the Plan Asset Feeder Fund in order to address legal, regulatory and other issues unique to Taft- Hartley plans. In particular, the Plan Asset Feeder Fund provides an option to invest in a fund whose assets are “plan assets” where McMorgan is providing investment management services in its capacity as a fiduciary pursuant to the Employee Retirement Income Security Act of 1974, as amended (“ERISA”) for the investors.

The investment objective of the Vickers Fund is to achieve long-term capital appreciation by making venture capital investments through acquiring, holding, monitoring and disposing of securities in potential high growth private entities and providing loans, whether secured or unsecured, to such entities with the principal objective of creating capital growth and realizing capital gain. More detailed information on the Vickers Fund’s investment objectives and strategy is set forth in the Fund Memorandum.

### **Managed Account Platform (MAP)**

McMorgan's Managed Account Platform is a comprehensive solution targeting superior risk-adjusted return outcomes for smaller-sized plans that do not employ the asset allocation or manager selection services of an investment consultant.

McMorgan utilizes a proprietary process for evaluating asset classes and strategies based on client-specific mandates, target allocation ranges, and an assessment of the investment merits of various fixed income, equity, and liquid alternative strategies. McMorgan has engaged Blackrock Fund Advisors to collaborate with McMorgan to produce and update systematic asset allocation models based on McMorgan's recommendations, input and requirements. BlackRock Fund Advisors is not providing personalized or individualized investment advice to McMorgan or its clients, but rather is producing and updating generalized models to assist McMorgan in providing advice to its clients. In addition, McMorgan has entered into an agreement with 55I, LLC pursuant to which, subject to the instructions and approval of McMorgan, 55I, LLC will supervise and direct the implementation of trading necessary to maintain Client accounts in conformity with the asset allocation models.

McMorgan is generally authorized by MAP Clients to invest the assets of the Client directly or using sub-advised separately managed sub-accounts, in mutual funds, ETFs, inverse ETFs or individual securities or alternative investments, in McMorgan's discretion. The Managed Account Platform includes, without limitation, the following services:

- Review of plan objectives and current asset allocation
- Development of investment policy guidelines
- Asset allocation design and implementation
- Manager selection
- Tactical positioning
- Online access to plan balance and trade activity
- Fiduciary oversight by McMorgan

The Managed Account Platform is a separate business division of McMorgan. McMorgan now claims compliance with GIPS standards in connection with the Managed Account Platform business division.

### **Mutual Fund Allocation**

McMorgan offers asset allocation services for certain clients invested in various mutual funds and/or money market funds. McMorgan will determine the mutual fund asset class allocation based on client-specific mandates, allocation ranges and an assessment of the investment merits of the fixed income and equity markets. McMorgan will not otherwise manage these accounts and will not obtain discretionary authority over the assets invested in the mutual funds used in the strategies.

### **Outsourced Chief Investment Officer Services (OCIO)**

McMorgan offers OCIO services for certain larger accounts. McMorgan's OCIO services may include providing a combination of Sub-Advisory, asset allocation/manager selection, mutual fund investments, private fund investments and other strategies.

### **C. Tailored Advisory Services**

Please see Part 4.B above for a description of how McMorgan may tailor its advisory services to its clients and what restrictions may apply based on the strategy pursued.

### **D. Wrap Fee Program**

McMorgan does not participate in a wrap fee program.

### **E. Amount of Client Assets Under Management**

As of 12/31/2022, McMorgan managed \$6,589,361,186 in client assets on a discretionary basis and \$24,919,943 in client assets on a non-discretionary basis.

## **Item 5. Fees and Compensation**

### **A. Description of Fees; Fee Schedule**

Clients are billed for advisory services according to the fee provisions included in their respective investment management agreements. For separate account clients, McMorgan charges quarterly account fees based on a percentage of the market value of the assets under management ("AUM") as of the end of the previous quarter.

Generally, clients are billed quarterly in advance, but McMorgan may collect the fees during the quarter or post quarter end, depending upon the client's bill paying procedure. McMorgan bills clients directly and generally does not deduct fees directly from client accounts except in the case of MAP accounts. In the event of a termination, a pro rata refund of any prepaid fees for the remainder of the applicable billing period may be made.

The standard schedule of professional fees includes a minimum initial account size that could range from less than \$1 million to \$100 million depending on the product and vehicle. Fee schedules are negotiable and can vary depending on a variety of factors such as the client, size of the account, asset levels and the investment program selected.

McMorgan's typical separate account fee schedules are as follows:

|                       |  |
|-----------------------|--|
| <b><i>Product</i></b> | <b><i>Annual Asset Mgmt Fee<br/>(% of AUM)</i></b> |
|-----------------------|--|

Real Estate

|                              |            |
|------------------------------|------------|
| Real Estate Separate account | .17 - .50% |
|------------------------------|------------|

Fixed Income

|                            |                         |
|----------------------------|-------------------------|
| Short Term Bond            | .25% - First \$150 m    |
| Intermediate Fixed Income  | .25% - First \$75 m     |
| Core Investment Grade      | .30% - First \$75 m     |
| Core Plus Fixed Income     | .35% - First \$75 m     |
| Core Plus Opportunities    | .40% - First \$75 m     |
| Emerging Market Debt       | .45% - All asset levels |
| Global High Yield          | .50% - All asset levels |
| Leverage Bank Loans        | .50% - All asset levels |
| High Yield Statutory Trust | .50%                    |
| High Yield Active Core     | .50%                    |

Small Cap Value

Institutional and Private Client:

|              |       |
|--------------|-------|
| \$10,000,000 | 0.90% |
| \$15,000,000 | 0.80% |
| \$25,000,000 | 0.75% |
| Balance      | 0.65% |

All Cap Value

Private Client:

|             |       |
|-------------|-------|
| \$2,000,000 | 1.00% |
| \$3,000,000 | 0.75% |
| Balance     | 0.50% |

Institutional:

|              |       |
|--------------|-------|
| \$10,000,000 | 0.80% |
| \$15,000,000 | 0.75% |
| \$25,000,000 | 0.70% |
| Balance      | 0.65% |

Sub-Advisers that provide portfolio management services to McMorgan clients are not compensated directly by the client. Rather, McMorgan pays the Sub-Advisers 50% of the investment management fee McMorgan receives directly from clients, as set forth above except in the case of OCIO accounts.

### **Managed Account Platform**

Generally, fees for McMorgan's Managed Account Platform are billed on a quarterly basis in advance; fees are based on the previous quarter-end account balance. The standard fee schedule for such services is as follows (although McMorgan may reduce such fees for certain clients in its discretion):

0.60% on accounts with total assets less than \$2 million

0.40% on accounts with total assets between \$2 – \$10 million

0.30% on accounts with total assets greater than \$10 million

A minimum annual account fee of \$3,500 will be imposed regardless of account size.

### **Mutual Fund Services**

McMorgan receives a revenue sharing/servicing fee from the investment adviser (or an affiliate) to the mutual funds in which client assets are invested, which may in part be for providing shareholder services to certain accounts invested in such mutual funds. Revenue sharing/servicing fees for such accounts generally range from 0.10% to 0.25% depending on type of account, calculated based on each Fund's daily net assets directly attributable to McMorgan's clients. The revenue sharing/servicing fee is paid from the assets of the investment manager (or an affiliate) and not from the assets of any of the relevant mutual funds.

### **Private Real Estate Fund**

MNCVAD II will pay an annual management fee to the Co-Managers based on the aggregate amount of total unfunded capital commitments plus unreturned contributed capital and will be paid quarterly in advance as follows:

- 1.25%, up to the first \$100 million; and
- 1.00% on amounts in excess of \$100 million.

There is a fee reduction for commitments of \$50 Million or more. The rebate will be paid with respect to fees during the Investment Period, and the effect of the rebate will be to reduce the portion of the Investment Management Fee indirectly borne by the investor to the investor's pro rata share of 1% of the aggregate amount of total unfunded capital commitments plus unreturned contributed capital of the Fund. Related investors may be aggregated for purposes of qualifying for this fee reduction.

An affiliate of McMorgan, in its capacity as a General Partner of MNCVAD II is entitled to receive performance-based allocations and distributions from MNCVAD II based on a share of the net profits, subject to a 9% cumulative preferred return on paid-in capital contributions of Limited Partners, compounded on a quarterly basis, in accordance with the specific provisions set forth in the limited partnership agreement and offering documents. Please refer to Item 6 for additional information.

### **Infrastructure Fund I**

McMorgan receives a management fee from the Infrastructure Fund I, which is generally charged based on a percentage of invested capital only, rather than committed capital. Management fees are payable at the beginning of each quarter in an amount equal to 1% of invested capital. McMorgan may enter into alternative fee arrangements with certain investors.

### **Infrastructure Fund II**

McMorgan receives a management fee from the Infrastructure Fund II, which is generally charged based on a percentage of net asset value only, rather than committed capital. Management fees are payable at the beginning of each quarter in an amount equal to 1% or 1.35% of net asset value, depending on Capital Commitment size. McMorgan may enter into alternative fee arrangements with certain investors.

### **McMorgan Opportunity Fund**

McMorgan receives a management fee of 1.00% annually from the McMorgan Opportunity Fund, based on invested capital. Fees are payable in arrears at the beginning of each quarter, based on quarter end-assets. The Management Fee is waived for each Initial Closing Limited Partner. In addition, McMorgan Opportunity Fund will also pay a performance distribution equal to 10.00% of the excess above a preferred return of 8.00% in connection with certain outside investors. McMorgan may enter into alternative fee arrangements with certain investors.

### **McMorgan Vickers Fund VI, L.P.**

McMorgan Vickers Fund VI, L.P. (the “Plan Asset Feeder Fund”) has negotiated a side letter with the Vickers Venture Fund VI (Plan) LP (the “Vickers Fund”), which provides, among other things, that the management fee rate applicable to the Plan Asset Feeder Fund will be 2.50% decreased by (i) 2.5 basis points if the Plan Asset Feeder Fund has a commitment of at least \$30 million and by an additional 2.5 basis points for each incremental \$5 million commitment (subject to a maximum reduction of 12.5 basis points) and further decreased by (ii) 12.5 basis points if the Plan Asset Feeder Fund is admitted as a member of the Vickers Fund prior to May 31, 2020. As such, the management fee rate paid by the Plan Asset Feeder Fund will be reduced to 2.25% if the Plan Asset Feeder Fund commitments total at least \$50 million to the Vickers Fund and it is first admitted as a member of the Fund prior to May 31, 2020.

The fee reductions received in the side letter are intended to benefit McMorgan. Any reduction of the management fee paid by the Plan Asset Feeder Fund other than with respect to the preceding sentence (including reductions following the close of the Investment Period set forth in Clause 6.7(a) of the partnership agreement of the Vickers Fund) will be passed on to the investors in the Plan Asset Feeder Fund and will not accrue to the benefit of McMorgan.

The Plan Asset Feeder Fund shall also pay an investment management fee to McMorgan equivalent to \$5,000 per annum per Limited Partner plus an amount based on the aggregate Commitments of the Plan Asset Feeder Fund, equal to 2.565% per annum less the Management

Fee (as defined in the partnership agreement of the Fund) borne by the Plan Asset Feeder Fund and paid to the general partner of the Vickers Fund; provided, that to the extent that the Management Fee is less than the amount negotiated in the side letter, any excess reduction shall inure to the benefit of the investors in the Plan Asset Feeder Fund. As such, until the Plan Asset Feeder Fund reaches a capital commitment of \$30 million or more, McMorgan will retain an amount equal to 19 basis points of commitments plus \$5,000 per account per annum, and McMorgan may retain a maximum of 31.5 basis points of commitments plus \$5,000 per account per annum. The investment management fee is payable quarterly in arrears by the Plan Asset Feeder Fund.

A portion of the investment management fee received by McMorgan will therefore be the result of any fee breaks from the Vickers Fund received by the Plan Asset Feeder Fund. Limited Partners should be aware that, depending on the amount, timing and other factors of their individual investment, they may be able to invest directly in the Vickers Fund for a lower overall management fee.

### **Termination**

All advisory and sub-advisory arrangements may be terminated by either party upon prior written notice, pursuant to the termination provisions outlined in each agreement. If an agreement is terminated, all advisory fees are subject to pro-rata adjustment based upon the date of termination.

### **B. Other Fees and Expenses**

Please note that in addition to the fees described above, there are other fees and expenses associated with the management of client accounts. The fees described above do not include certain charges imposed by third parties such as custody fees, mutual fund fees and expenses, brokerage fees, transaction costs, and other related expenses which may be charged to client accounts.

For example, the custodian, which is either selected by the client or by McMorgan, charges a custody fee which varies by custodian. In addition, the broker-dealers selected by the Sub-Advisers to execute transactions in clients' accounts charge brokerage fees or impose spreads on trades. Brokerage and custody fees are not included in the investment management fee that clients pay to us. Instead, custody fees are charged to clients separately by the custodian, and brokerage fees and other execution costs are generally incurred for the client's account. Please refer to Item 12 entitled "*Brokerage Practices*" for additional information about the brokerage and transactional practices of Sub-Advisers, including the factors considered in selecting broker-dealers for client transactions and determining the reasonableness of a broker-dealer's compensation.

Client assets invested in mutual funds will be subject to certain fees and expenses imposed directly by mutual funds on their shareholders and reflected in the net asset value of the fund. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and possibly distribution or servicing fees. If the

sponsor also imposes sales charges, a client may be required to pay an initial or deferred sales or surrender charge. All such fees and expenses are separate and distinct from the fees paid to Morgan Stanley for investment advisory services.

Infrastructure Funds, MNCVAD II, and Morgan Stanley Opportunity Fund will pay all expenses directly related to its own operations, including, without limitation, expenses incurred in connection with conducting due diligence, negotiating, acquiring, managing, structuring, operating, developing, improving, financing and disposing of investments, and expenses of outside counsel, accountants and other professionals, travel expenses and expenses attributable to un consummated transactions.

The Limited Partners of Infrastructure Fund I will bear their pro rata share of the expenses incurred in connection with the organization of Infrastructure Fund I, the General Partners, and the offering of limited partnership interests. Investors should refer to the limited partnership agreement and related documentation for additional information.

The Limited Partners of Infrastructure Fund II will bear their pro rata share of the expenses incurred in connection with the organization of Infrastructure Fund II, the General Partners, and the offering of limited partnership interests. Investors should refer to the limited partnership agreement and related documentation for additional information.

The Limited Partners of MNCVAD II will bear their *pro rata* share of the expenses incurred in connection with the organization of MNCVAD II and the General Partners and the offering of limited partnership interests. The total amount of such organizational expenses to be paid by the Limited Partners shall not exceed \$600,000 for MNCVAD II. Investors should refer to the limited partnership agreement and related documentation for additional information.

The Limited Partners of Morgan Stanley Opportunity Fund will bear their *pro rata* share of the expenses incurred in connection with the organization of Morgan Stanley Opportunity Fund, the General Partners, and the offering of limited partnership interests. Investors should refer to the limited partnership agreement and related documentation for additional information.

Accordingly, clients should review both the fees charged by any third party together with the fees charged by Morgan Stanley to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

## **C. Compensation for Sales of Securities or Other Investment Products**

### **Adviser Referrals – Service Fees**

Morgan Stanley offers products to its existing clients that are managed by certain third party investment advisers. Morgan Stanley also makes client referrals to third party investment advisers. Morgan Stanley receives a servicing fee from investment advisers, which may be calculated as a percentage or portion of the compensation that the investment adviser receives from certain of its advisory clients and/or Taft-Hartley investors in private investment funds managed by the third



party adviser, in exchange for McMorgan providing client relations services to these clients/investors.

The compensation paid to McMorgan does not increase the fees or costs payable by the client or investor. When making a referral to a third-party adviser, McMorgan is not exercising investment discretion or otherwise providing investment advice to a Taft-Hartley investor about retaining the adviser or investing in the adviser's private fund. Please refer to Item 14, entitled "*Client Referrals and Other Compensation*" for additional information.

The approximate range of the fees currently charged by investment advisers and the portion of such fees paid to McMorgan is set forth below:

| <b><i>Product</i></b>  |  | <b><i>Annual Asset Mgmt Fee<br/>(% of AUM)</i></b> |  | <b><i>McMorgan<br/>Servicing Fee*</i></b> |
|--|--|--|--|---|
| <u>MacKay Separate Account</u>   |  |  |  |   |
| Fixed Income   |  | 0.25 - 0.50%                                       |  | 20%                                       |
|  |  |  |  |   |
| <u>MacKay Private Funds</u>  |  | 0.40 - 0.50%                                       |  | 20%                                       |
|  |  |  |  |   |
| <u>Ducenta Separate Account</u>  |  | 0.50%  |  | 20%                                       |
|  |  |  |  |   |
| <u>New York Life Investments</u>   |  | Approx. 0.49 – 0.59%                               |  | 10-25 (bps)                               |
|  |  |  |  |   |
| <u>Madison Core Property Fund</u>  |  | 0.95%  |  | 30%                                       |
|  |  |  |  |   |
| <u>White Oak Global Advisors, LLC ("White Oak") Private Funds</u>  |  | 1.5%   |  | 20% plus 7% of carried interest           |
|  |  |  |  |   |
| <u>AllianceBernstein L.P. ("AllianceBernstein")</u>  |  | .02% - 1.0%  |  | 4% to 20%                                 |
|  |  |  |  |   |
| * Except as otherwise noted, servicing fees for accounts managed by third party advisers are based on a percentage of the management fees paid by McMorgan's clients to the third-party adviser. |  |  |  |   |

### **Broker-Dealer Relationship**

Some of McMorgan's employees, including some of its executive officers, are also registered representatives of McMorgan & Company Capital Advisors LLC, an affiliated broker-dealer registered with the SEC and member of the Financial Industry Regulatory Authority, Inc. ("FINRA"). In this capacity, these individuals may transact in various types of securities or investment products and may receive separate compensation for doing so. Please see Item 10 for additional information relating to this and other financial industry affiliations.

Clients should be aware that the receipt of additional compensation itself creates an inherent conflict of interest, and may affect the judgment of these individuals when making recommendations. To the extent that a McMorgan representative recommends the purchase of securities or other investment products where the representative receives compensation for doing so, a conflict of interest exists because the representative may have an incentive to make recommendations based on the compensation received rather than on a client's needs. Clients may purchase investment products recommended by McMorgan through other brokers or agents that are not affiliated with McMorgan.

Other than soliciting and selling interests in certain private funds managed by third-party investment advisers, employees of McMorgan that are registered representatives of a broker-dealer do not execute securities transactions for McMorgan's clients. In addition, the conflicts presented by these practices are disclosed at the time of the referral or solicitation or, in the case of interests in a private fund, in the private placement memoranda or other offering document for the fund.

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

As described in Item 5 above, an affiliate of McMorgan may receive performance-based compensation from MNCVAD II in the form of incentive allocations and distributions calculated based on the profits generated on the sale or disposition of MNCVAD II assets together with the current income generated by such assets (subject to certain limitations set forth in the Memorandum and the limited partnership agreement).

As described in Item 5, an affiliate of McMorgan may receive performance-based compensation from the McMorgan Opportunity Fund in the form of incentive allocations based on the capital appreciation of the fund's assets, subject to a preferred return (subject to certain limitations set forth in the term sheet and the limited partnership agreement).

Further, certain other clients are charged fees only after the account achieves a specific return, as negotiated with such clients. While such fees are not based on a share of capital gains on or capital appreciation of the assets of the client, McMorgan's right to receive such fees depend on the account achieving a certain return.

The fact that an affiliate of McMorgan receives performance-based compensation creates a potential conflict of interest in that it may create an incentive for McMorgan to make investments on behalf of MNCVAD II, and McMorgan Opportunity Fund that are riskier or more speculative than would be the case in the absence of such performance-based compensation arrangements. In order to receive such performance-based compensation, the General Partners of MNCVAD II must first return all capital contributed by the Limited Partners, plus an additional 9.00% cumulative preferred return compounded on a quarterly basis, calculated and distributed in accordance with the specific provisions outlined in the limited partnership agreement. For McMorgan Opportunity, that preferred return is 8.00%.

Additionally, Limited Partners are provided with clear disclosure as to how performance-based compensation is charged and the risks associated with such performance-based compensation prior to making an investment. Limited Partners should carefully review the terms of the Memorandum for additional information relating to such performance-based compensation arrangements.

## **Item 7. Types of Clients**

McMorgan provides investment management services to Taft-Hartley pension plans, multi-employer plans, jointly-trusted benefit plans, public plans, other institutional clients and private clients, primarily through various unaffiliated Sub-Advisers selected and monitored by McMorgan. Multi-employer plans are generally set up under Section 302(c)(5) of the Taft-Hartley Act, which covers private sector employees.

Taft-Hartley plans and their assets are managed by a board of trustees which is equally representative of labor and management. The board acts as the sponsor and the fiduciary of the plan and will in turn hire attorneys, actuaries, accountants, consultants and investment managers to handle setup and operation of the plan. Taft-Hartley plans are typically administered by third party administrators.

The minimum initial account size generally ranges from \$1 million to \$100 million, depending on the product and vehicle.

In addition, McMorgan is the discretionary manager for MNCVAD II, pooled real estate funds as described in greater detail under Item 8 below. The minimum commitment per Limited Partner in MNCVAD II is \$5 million. However, the General Partners may, in their sole discretion, reduce this minimum commitment amount in specific cases.

The minimum commitment by each Limited Partner to Infrastructure Fund I is \$10 million, although the Infrastructure GP reserves the right to accept lesser amounts in its sole discretion. In general, Limited Partners in the Infrastructure Funds must be institutional investors, including public and corporate pension funds, private foundations, endowments and insurance companies in the respective GP's sole discretion.

The minimum commitment by each Limited Partner to Infrastructure Fund II is \$1 million, although the Infrastructure GP reserves the right to accept lesser amounts in its sole discretion. In general, Limited Partners in the Infrastructure Funds must be institutional investors, including public and corporate pension funds, private foundations, endowments and insurance companies in the respective GP's sole discretion.

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

McMorgan offers advisory services in several asset classes primarily through relationships with various Sub-Advisers. Investing in securities involves a significant risk of loss which clients should be prepared to bear. Before considering an investment in any strategy, you should understand that you could lose money. The investment strategies, practices and risk analysis that

McMorgan or its Sub-Advisers use may not produce the desired results. The value of the strategy's investments may change because of broad changes in the markets in which the strategy invests or poor investment selection, which could cause the strategy to underperform other strategies with similar objectives.

### **Selection and Evaluation of Sub-Advisers**

As noted above, McMorgan primarily executes its investment strategies through third party investment management firms selected and monitored by McMorgan. McMorgan's responsibilities with respect to sub-advised accounts include the selection, appointment, monitoring and removal of Sub-Advisers.

With respect to sub-advised accounts, McMorgan: (i) evaluates, selects, and engages the Sub-Advisers; (ii) monitors and evaluates the performance of the Sub-Advisers, including their compliance with the investment objectives, guidelines, and restrictions applicable to each account; and (iii) implements procedures reasonably designed to ensure that the Sub-Advisers comply with each account's investment guidelines and restrictions. McMorgan has ultimate responsibility for overseeing the Sub-Advisers and their hiring, termination, and replacement, as necessary.

Generally, Sub-Advisers are selected based on an evaluation of their skills and investment results in managing assets for specific asset classes, investment styles, and strategies and an assessment of the likelihood of producing appropriate investment results over the long-term. Sub-Advisers are monitored and periodically reviewed for style consistency, historical performance, financial strength, compliance program, operations, risk attribution, reputation and other information.

### **Material Risks**

In addition to the risks associated with the specific strategies pursued by Sub-Advisers (discussed below), McMorgan's strategy of selecting and delegating portfolio management authority to certain third-party investment managers itself involves certain risks, including without limitation:

- *Limitations on McMorgan's Authority:* McMorgan's ability to waive or amend the investment objectives, policies, and strategies, remove, replace or withdraw assets from a Sub-Adviser, reallocate assets among Sub-Advisers and vary or change the allocation of assets of an account may be subject to the limitations imposed by the agreements with Sub-Advisers, market conditions and applicable law. Losses may result during the time it takes McMorgan to react to market or other conditions and comply with the required notice obligations or other contractual agreements.
- *Reliance on Sub-Advisers:* The success of a strategy that uses independent Sub-Advisers depends upon, among other things, the ability of the Sub-Advisers to develop and successfully implement trading strategies that achieve their investment objectives. While McMorgan will select and monitor the Sub-Advisers, McMorgan relies to a great extent on information provided by the Sub-Advisers and may have limited access to other

information regarding the Sub-Advisers' portfolios and operations. There is a risk that a Sub-Adviser may knowingly, negligently or otherwise withhold or misrepresent information, including the presence or effects of any fraudulent or similar activities.

- *Key Person Risk:* As the composition of personnel within an organization can change over time, there is a risk that new personnel may achieve less success than their predecessors. The loss of key personnel either within McMorgan or any of the Sub-Advisers could have a negative effect on a client's account.

### **Real Estate Investment Strategies**

McMorgan offers institutional investors exposure to the commercial real estate asset class through separate accounts or through commingled private real estate funds managed by McMorgan and by third party investment advisers. McMorgan's real estate investment strategies seek to achieve income returns, potential for long-term appreciation, inflation hedging capabilities, and diversification.

With respect to private real estate funds, McMorgan is the discretionary co-manager for MNCVAD II, each a pooled real estate fund that will primarily engage in the business of acquiring, developing, improving, operating, managing, holding for investment and disposing of interests in real estate. Investments may include equity and preferred equity interests in or mezzanine debt or other hybrid structures covering commercial and multi-family residential real property and a broad spectrum of other real estate types, including but not limited to warehouse- distribution and storage facilities; retail buildings and shopping centers; commercial buildings; facilities for lease to governmental agencies; single-tenant leased facilities; medical office buildings; mixed-use projects; multi-family housing; and raw land.

In addition, McMorgan and its affiliates may facilitate the sale of interests in and may provide investor services for the Madison Core Property Fund LP ("Madison"), a pooled real estate fund of which New York Life Investments is the discretionary manager. Madison generally follows a core real estate strategy, as described by the National Council of Real Estate Investment Fiduciaries ("NCREIF") for inclusion in the NCREIF Fund Index - Open End Diversified Core Equity. Madison invests primarily in well-leased commercial real estate properties across the United States. Madison may also make limited investments in value-added and opportunistic real estate investments, such as new construction, property renovation, and asset repositioning. Madison will also consider making commercial real estate debt investments when they are perceived to offer good value relative to direct property investments.

Additional information regarding the investment strategies and risks associated with Madison are set forth in the fund's confidential information memorandum.

All separate accounts are managed to investors' specific guidelines and risk tolerances. McMorgan assesses client needs, objectives and unique requirements to create separate account portfolios which seek to achieve their investment goals.

The framework to evaluate real estate opportunities consists of both top-down and bottom-up research processes.

### **Material Risks**

An investment in real estate assets has special risks associated with the direct and indirect ownership of real estate. The underlying real estate investments are subject to market risk and will fluctuate in value.

Material investment risks in real estate also include the possibility that a particular property type or geographic location could underperform due to various economic factors. Real estate values are subject to general economic risks and may decline during periods of economic weakness. Additionally, any property investment could underperform due to worse than expected leasing or rent growth; tenant bankruptcies or credit problems; unforeseen regulatory factors; physical issues; functional or locational obsolescence; natural disasters; or excessive new construction of competitive properties. Investments in development properties may underperform due to development cost overruns, failure to meet construction timelines, regulatory or entitlement problems, or failure to achieve key leasing assumptions.

Material risks associated with commercial real estate debt investments include market interest rate fluctuations, and in the case of a borrower default, delays and legal costs in recovering the loan amount as well as the reduced collateral value.

### **Managed Account Platform and Mutual Fund Allocation Strategies**

McMorgan offers asset allocation services for certain clients. McMorgan's Managed Account Platform utilizes a proprietary process for evaluating asset classes and strategies based on client-specific mandates, target allocation ranges, and an assessment of the investment merits of various fixed income, equity, and liquid alternative strategies. The framework to evaluate the asset classes consists of both qualitative, top-down examination of macroeconomic and market factors, and quantitative, bottom-up analysis of factors specific to fixed income and equity markets. McMorgan has engaged Blackrock Fund Advisors to collaborate with McMorgan to produce and update systematic asset allocation models based on McMorgan's recommendations, input and requirements. BlackRock Fund Advisors is not providing personalized or individualized investment advice to McMorgan or its clients, but rather is producing and updating generalized models to assist McMorgan in providing advice to its clients. In addition, McMorgan has entered into an agreement with 55I, LLC pursuant to which, subject to the instructions and approval of McMorgan, 55I, LLC will supervise and direct the implementation of trading necessary to maintain Client accounts in conformity with the asset allocation models.

### **Material Risks**

Material risks include general market risks and those risks relating to relative asset class performance. These risks include the potential for significant loss of principal due to broad declines in equity or fixed income security valuations. Risks also include the potential for declining income streams due to declining market interest rates or dividend reductions.

Although allocation among different asset classes generally limits the client's exposure to the risk of any one class, the risk remains that the adviser may favor an asset class that performs poorly relative to other asset classes.

For example, deteriorating stock market conditions might cause an overall weakness in the market that reduces the absolute level of stock prices in that market. Under these circumstances, if the mutual fund were primarily invested in stocks, it would perform poorly relative to a portfolio invested primarily in bonds. Similarly, the adviser to a particular mutual fund could be incorrect in its analysis of economic trends, countries, industries, companies, the relative attractiveness of asset classes or other matters.

### **Equity Strategies**

McMorgan offers a range of investment management services to clients, including equity separate account products. McMorgan also makes available private funds that are managed by unaffiliated investment advisers. The investment strategies and risks associated with private funds are set forth in the private fund offering memoranda.

For equity strategies, McMorgan manages Small Cap and All Cap equity investments in house through the McMorgan Equity Team

McMorgan's Equity Team seeks to provide strong downside protection in volatile and down markets. The team's bottom-up investment process features four steps – the team focuses first on quality, second on evaluating disruption events, third on due diligence, and lastly on valuation.

All research is conducted internally and each member of the McMorgan Equity Team serves as a generalist. The research process includes a historical financial analysis, an evaluation of the competitive landscape, and requires a company visit and/or phone call with senior management, particularly to assess the uses of free cash flow. The team studies the addressable market, growth rates and prospects, potential for margin expansion, returns on capital, and financial flexibility. The Equity Team utilizes a discounted cash flow model that incorporates assumptions to derive a fair value for each owned security. The fair value estimates are dynamic and incorporate new information as it arises.

The overall process can be summarized across four steps:

1. Identification of high quality companies through broad-based research;
2. Evaluation of disruption events;
3. Execution of due diligence; and
4. Determination of valuation.

Upon completion of our investment process, the Team Investment Committee (consisting of the three Portfolio Managers) discusses the merits of the investment and must agree unanimously to add the company to the firm's Buy List.

Sell decisions are also made unanimously by the McMorgan Equity Team. The buy and sell decisions do not differ by sector or security type.

The Team utilizes S&P Capital IQ as its primary research product for research and analysis. To a lesser extent, the Team also may utilize Refinitiv Eikon, StreetAccount (a FactSet product), Pitchbook Research Center (a Morningstar product), and eVestment.

The McMorgan Equity Team is responsible for monitoring all positions in the portfolio. Each position is monitored by one of the three Portfolio Managers. Positions are monitored on an ongoing basis including quarterly reviews in conjunction with earnings releases. Periodic calls may occur with management as well. In addition, meetings with management may take place at conferences and company-sponsored analyst days. Fair values are updated no less than quarterly. If a fair value estimate is reduced by 15% below its original fair value estimate, the company will go through a “re-underwriting” process to ensure that it will stay in the portfolio and if so, at what position size and what the correct fair value is going forward.

The strategies are sector and benchmark agnostic. Individual position sizes are generally limited to 6%. The Team does not invest in level III assets.

Under normal circumstances, the strategies invest at least 80% of net assets (plus the amount of any borrowings for investment purposes) in equity securities. Equity securities include common stock, preferred stock, securities convertible into common or preferred stock, rights, and warrants. The strategies may invest up to 20% of its total assets in the securities of foreign issuers and American Depositary Receipts (“ADRs”), including emerging market securities. The strategies may participate as a purchaser in initial public offerings of securities (IPOs). An IPO is a company’s first offering of stock to the public. The strategies may at times have significant exposure to one or more industries or sectors.

McMorgan’s U.S. Small Cap Value Equity Strategy normally invests at least 80% of its net assets in equity securities (mostly common stocks) of small-cap companies located anywhere in the United States. The Team defines small-cap companies are those with market capitalizations of \$250 million to \$5 billion at time of purchase. Under typical market conditions, the strategy is fully-invested in securities and will generally hold a position in cash or cash equivalents of approximately 5%.

McMorgan’s U.S. All Cap Value Equity Strategy is unconstrained by market capitalization. Historically, approximately two-thirds of the assets have been invested in small cap equity securities with market capitalizations of \$250 million to \$5 billion at time of purchase and are the same small cap companies purchased in the U.S. Small Cap Value Equity Strategy. The remainder of the equity securities have historically been large cap companies, which the Team defines as market capitalizations greater than \$10 billion at time of purchase. The strategy maintains flexibility in its holdings in cash or cash equivalents, but historically has maintained a position of approximately 10%.



## Material Risks

Clients should be aware that there are certain risks associated with investing in equities. These risks include (without limitation):

- *Common Stock Risk:* Investments in common stocks and other equity securities are subject to the risk of changing economic, stock market, industry and company conditions and the risks inherent in the portfolio managers' ability to anticipate changes that can adversely affect the value of the strategy's holdings.
- *Growth Stock Risk:* If growth companies do not increase their earnings at a rate expected by investors, the market price of the stock may decline significantly, even if earnings show an absolute increase. Growth company stocks also typically lack the dividend yield that may cushion falling stock prices in market downturns.
- *Value Stock Risk:* Value stocks may never reach what the portfolio management team believes is their full value or they may go down in value. In addition, different types of stocks tend to shift in and out of favor depending on market and economic conditions, and therefore the strategy's performance may be lower or higher than the performance of strategies that invest in other types of equity securities.
- *Valuation Risk:* Uncertainties in the conditions of the financial markets, unreliable reference data, lack of transparency and inconsistency of valuation models and processes may lead to inaccurate asset pricing. In addition, other market participants may value securities differently. As a result, when a security or other instrument is sold in the market, the amount that the account receives may be less than the amount at which it was valued.
- *Liquidity Risk:* Securities purchased by a strategy that are liquid at the time of purchase may subsequently become illiquid due to events relating to the issuer of the securities, market events, economic conditions or investor perceptions. The value of illiquid securities may reflect a discount from the market price of comparable securities for which a liquid market exists, and accordingly may have a negative effect on the value of the strategy's assets. To meet client requests to withdraw assets, the strategy may be forced to sell securities at an unfavorable time and/or under unfavorable conditions.
- *Derivatives Risk:* A strategy may lose money using derivatives, regardless of the purpose for using such instruments. Using derivatives may increase the volatility of the strategy's net asset value (NAV), and the risk assumed as a result of a derivatives investment may be larger than the size of the investment itself.
- *Exchange Traded Fund (ETF) Risk:* The risks of owning an ETF generally reflect the risks of owning the underlying securities held by the ETF, although lack of liquidity in an ETF could result in it being more volatile than the underlying portfolio of securities. Disruptions in the markets for the securities underlying ETFs purchased or sold by the strategy could result in losses on the strategy's investment in ETFs. ETFs also have

management fees that increase their costs versus owning the underlying securities directly.

- *Short Term Trading Risk:* Due to the trading strategies utilized within the Large-Cap Enhanced strategy, the strategy may experience a portfolio turnover rate of greater than 100%. Strategies with high turnover rates (over 100%) often have higher transaction costs and may generate short-term capital gains.
- *Market Risk:* The risk that low demand for equity securities may negatively impact their price or that an investor may experience losses due to factors that impact the overall performance of financial markets. Although market risk cannot be entirely eliminated, it can be hedged against through diversification. Market risk can result from political turmoil, changes in interest rates, and natural disasters, amongst other causes.
- *Foreign Security and Currency Risk:* Investments in foreign securities are subject to risks that differ in certain ways from those of U.S. issuers. These risk factors include: fluctuating currency values; less liquid trading markets; greater price volatility; political and economic instability; less publicly available information about issuers; changes in U.S. or foreign tax or currency laws; and changes in monetary policy. Foreign securities may be more difficult to sell than U.S. securities. The risks of investing in foreign securities in emerging market countries are likely to be greater than in foreign countries with developed securities markets and more advanced regulatory regimes.

The value of a client's assets may be affected favorably or unfavorably by the changes in currency rates and exchange control regulations. Currency exchange rates may fluctuate significantly over short periods of time. Currency exchange rates can also be affected unpredictably by intervention by governments or central banks (or the failure to intervene) or by currency controls or political developments.

### **Fixed Income Strategies**

As noted under Item 4, McMorgan uses MacKay, Ducenta and Garcia Hamilton as the Sub-Advisers for McMorgan's fixed income accounts.

MacKay is a multi-product investment adviser providing advisory services to a broad range of institutions and clients in fixed income products including taxable and tax-exempt fixed income securities, municipal bonds, short and intermediate-term bonds, core investment grade, core plus, emerging markets, high yield and high yield active core. The MacKay separate account products offered may include Short Term Bond, Intermediate Fixed Income, Core Investment Grade, Core Plus Fixed Income, Core Plus Opportunities, Emerging Market Debt, High Yield, Leverage Bank Loans, and Convertible Bonds. MacKay is also the investment manager to a number of private investment funds. In pursuing various investment strategies, MacKay conducts a continuing review of yields and other information derived from a database which it maintains in managing fixed-income portfolios. Fundamental economic cycle analysis, credit quality, and interest rate trends are some of the factors considered in determining whether to increase or decrease the

emphasis placed upon a particular type of security or industry sector. Investment decisions take into account a broad range of fundamental and technical indicators.

Ducenta invests directly in the cash bond markets with limited use of derivatives utilizing a traditional, long-only investment approach. Ducenta may also advise institutional clients under certain circumstances that would involve suggesting the appropriate maturity structure, sectors, coupon range, country exposure, quality and issuers for a bond portfolio. Methods of analysis employed during strategy implementation and portfolio monitoring include statistical, fundamental, technical, and cyclical analysis. Industry analysts review operating and credit trends within assigned industries and perform financial analysis on individual issuers to develop recommendations for each of their respective industries.

Garcia Hamilton uses the following strategy(ies) in managing client accounts, provided that such strategy(ies) are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations: Long-term purchases. Garcia Hamilton purchases securities with the idea of holding them in the client's account for a year or longer. Typically they employ this strategy when: they believe the securities to be currently undervalued, and/or they want exposure to a particular asset class over time, regardless of the current projection for this class. A risk in a long-term purchase strategy is that by holding the security for this length of time, they may not take advantage of short-term gains that could be profitable to a client. Moreover, if their predictions are incorrect, a security may decline sharply in value before they make the decision to sell. Short-term purchases. When utilizing this strategy, they purchase securities with the idea of selling them within a relatively short time (typically a year or less). They do this in an attempt to take advantage of conditions that they believe will soon result in a price swing in the securities we purchase.

## **Material Risks**

Clients should be aware that there are certain material risks associated with investing in fixed income strategies.

Leveraged loans and high yield bonds may be rated below investment grade (sometimes referred to as "junk bonds") and are generally considered speculative because they present a greater risk of loss, including default, than higher quality debt securities. Such securities may be less liquid and can be subject to greater price volatility than higher rated securities. In times of unusual or adverse market, economic or political conditions, these securities may experience higher than normal default rates.

Although certain leveraged loans are collateralized, there is no guarantee that the value of the collateral will be sufficient to repay the loan in the event of default. Moreover, leveraged loans may, under certain circumstances, be less liquid than higher quality debt securities, and an active trading market may not exist. In addition, some loans may be subject to restrictions on their resale, which may prevent your account from obtaining the full value of the loan when it is sold.

Other material risks include (without limitation):

- *Credit Risk*: The risk that an issuer of a debt security may fail to repay the loan created by the issuance of that debt security.
- *Maturity Risk*: The risk that a debt security with a longer maturity may fluctuate in value more than a debt security with a shorter maturity.
- *Market Risk*: The risk that low demand for debt securities may negatively impact their price.
- *Interest Rate Risk*: The risk that when interest rates go up, the value of a debt security goes down, and when interest rates go down, the value of a debt security goes up.
- *Selection Risk*: The risk that the securities selected may underperform the market.
- *Call Risk*: During a period of falling interest rates, the issuer may redeem a security by repaying it early, which may reduce the account's income, if the proceeds are reinvested at lower interest rates.
- *Liquidity Risk*: Securities purchased by a strategy that are liquid at the time of purchase may subsequently become illiquid due to events relating to the issuer of the securities, market events, economic conditions or investor perceptions. The value of illiquid securities may reflect a discount from the market price of comparable securities for which a liquid market exists, and accordingly may have a negative effect on the value of the strategy's assets. To meet client requests to withdraw assets, the strategy may be forced to sell securities at an unfavorable time and/or under unfavorable conditions.

Please see Ducenta, MacKay and Garcia Hamilton's respective Forms ADV Part 2A for more specific details on their investment strategies and the risk of loss associated with each specific strategy.

### **Infrastructure Risks**

The Infrastructure Funds are expected to invest only in infrastructure-related assets. Such a concentrated portfolio is vulnerable to the risks associated with the industries in which the Infrastructure Funds invest, and may be subject to greater risks and market fluctuations than funds and other investors investing in a broad range of industries. Infrastructure-related investments may have increased susceptibility to risks associated with general or local economic conditions and political developments, changes in regulations, environmental problems, casualty losses and changes in interest rates.

The risk factors highlighted in Item 8 represent a non-exhaustive list of possible considerations for clients and investors that should be evaluated prior to engaging McMorgan or its Sub- Advisers for investment advisory services. Clients and investors are provided certain risk disclosures upon inception of the advisory relationship and such disclosures provide a thorough description of the risks involved with relevant McMorgan strategies. Clients and investors are

advised to carefully review such risk disclosures and discuss all risk factors with McMorgan prior to engagement.

Past performance is not indicative nor a guarantee of future results.

## **Item 9. Disciplinary Information**

There are no legal or disciplinary events involving McMorgan or any of its management persons that are material to our advisory business or to the management of client accounts to report at this time. In the event that an account is managed by a Sub-Adviser hired by McMorgan, please refer to the Form ADV Part 2A of each Sub-Adviser for a description of material disciplinary events, if any, involving such Sub-Adviser.

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

Certain of McMorgan's employees, including some of its executive officers, are registered as representatives and principals of McMorgan & Company Capital Advisors LLC ("McMorgan Capital Advisors"), an SEC-registered broker-dealer and member FINRA. McMorgan Capital Advisors is a wholly-owned subsidiary of McMorgan. McMorgan uses McMorgan Capital Advisors to facilitate the sale of interests in certain pooled investment vehicles managed or sponsored by various investment advisers, including funds managed or sponsored by McMorgan or its affiliates.

An affiliate of McMorgan serves as the general partner of the Infrastructure Fund I, the Infrastructure Fund II, the McMorgan Opportunity Fund and the Plan Asset Feeder Fund, and co-general partner of MNCVAD II (the "Affiliated General Partners"). Each of the Affiliated General Partners is a related person of McMorgan and is under common control with McMorgan. With respect to the Infrastructure Funds, each Infrastructure GP has full and exclusive management authority over the investment decisions, asset dispositions, distributions, and other activities of the relevant Infrastructure Fund. While the Infrastructure, Opportunity Fund and Plan Asset Feeder Fund GPs maintains ultimate discretionary investment authority over the relevant fund, McMorgan or its affiliate has been delegated the role of investment adviser. The Affiliated General Partners and their employees and personnel are subject to the Advisers Act and rules thereunder, and to all of McMorgan's compliance policies and procedures. Each of the personnel of the Affiliated General Partners are deemed "persons associated with" McMorgan (as that term is defined in section 202(a)(17) of the Advisers Act) and are subject to SEC examination.

The following relationships or arrangements are material to our business and may create potential conflicts of interest:

**Broker-Dealers** – As noted above, certain of McMorgan's employees are registered representatives of McMorgan Capital Advisors and sell private funds and other investment products to institutional investors. McMorgan Capital Advisors compensates

registered employees who promote the sale of certain products for their efforts. The sales and marketing activities of registered employees are subject to the supervision of both McMorgan and McMorgan Capital Advisors.

**Investment Advisers** – Several third party investment advisers provide investment management services to McMorgan through sub-advisory agreements. McMorgan retains various investment advisers to serve as Sub-Advisers to various client accounts for which McMorgan is the investment adviser. McMorgan does not receive compensation, directly or indirectly, from the Sub-Advisers, but rather pays them for their investment management services a portion of the advisory fee McMorgan receives from the client. MacKay sub-advises McMorgan's separate account fixed income and equity client portfolios. McMorgan conducts due diligence in the selection of its Sub-Advisers and provides ongoing investment management oversight of these sub-advisory functions.

McMorgan currently has sub-advisory relationships with the following registered investment advisers:

- **Ducenta** is an SEC-registered investment adviser that serves as Sub-Adviser to McMorgan's institutional clients who participate in fixed income separate accounts.
- **MacKay** is an SEC-registered investment adviser that serves as Sub-Adviser to McMorgan's institutional clients who participate in fixed income separate accounts and serves as the investment manager to various private investment funds. Clients of McMorgan may be solicited to invest in such limited partnerships for which MacKay serves as investment manager to various private investment funds.
- **55ip** is an SEC-registered investment adviser that acts as a trading Sub-Adviser to certain designated client accounts.
- **Garcia Hamilton** is an SEC-registered investment adviser.

McMorgan may also enter into various servicing arrangements with other investment advisers. McMorgan has entered into agreements with New York Life Investments, MacKay, AllianceBernstein, and Madison pursuant to which McMorgan receives compensation for solicitation and other client-relations services in the Taft-Hartley market. Under the agreement, New York Life Investments, MacKay, Madison and AllianceBernstein pay a portion of their advisory fee to McMorgan as a sourcing and servicing fee for marketing and client reporting services provided within the Taft-Hartley market. The compensation paid to McMorgan does not increase the fees or costs payable by the client.

In addition to Ducenta, MacKay, 55ip and Garcia Hamilton, McMorgan currently has servicing relationships with the following:

- **New York Life Investments** is an SEC-registered investment adviser that serves as the investment manager for the MainStay Funds and Madison (as described in Item 8, above).
- **AllianceBernstein** is an SEC-registered investment adviser that takes a research-driven approach to a variety of investment strategies, including Global Fixed Income & Emerging Market Debt, Small & SMid Cap Value Equities, and Small & SMid Cap Growth Equities, among others. McMorgan clients may be solicited to invest in such strategies or other accounts for which AllianceBernstein serves in a similar capacity.

Under such arrangements, McMorgan may be serving in the role of solicitor for the other investment adviser, in which case all such agreements will be in writing and comply with the requirements of Rule 206(4)-3 of the Advisers Act. All solicitation arrangements are fully disclosed to the client in writing at the time of the solicitation via a solicitor disclosure statement or similar document that outlines the nature and amount of the compensation paid to McMorgan. Clients will also be provided a copy of the Form ADV Part 2A of the investment adviser recommended by McMorgan.

As a result of these arrangements, McMorgan may be incentivized to present only the investment advisers from whom McMorgan receives solicitor/referral fees as opposed to another investment adviser from whom McMorgan does not receive such fees. Additional details about any such arrangement can be found in the applicable solicitor disclosure document that McMorgan will provide to each client that is referred to another investment adviser under a solicitor arrangement.

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

McMorgan's Code of Ethics ("Code") covers all employees and sets forth guidelines that promote ethical conduct and adhere to the highest duty of trust and fair dealing in placing the interests of our clients ahead of our employees' own personal interests or the interests of others as required under Advisers Act Rule 204A-1.

The Code also provides guidance to employees regarding conflicts of interest, board memberships, outside business activities, confidentiality, gifts and entertainment, personal trading and reporting, and insider trading. Under the Code, employees must conduct their personal securities transactions in a manner that neither interferes with any client's portfolio transactions nor takes inappropriate advantage of an employee's relationship to such client.

The Code requires supervised persons to report any violations of the Code promptly to the Chief Compliance Officer. Each supervised person receives a copy of the Code and any amendments to it and must acknowledge in writing having received those materials. Annually, each supervised person must certify that he or she complied with the Code during the preceding year. A copy of the Code of Ethics is available upon request.

While McMorgan permits employees to engage in personal securities transactions, McMorgan recognizes that these transactions may raise potential conflicts of interests. This is particularly true when such transactions involve securities owned by, or considered for purchase or sale for, a client account by McMorgan, its affiliates, or its sub-advisers. The Code provides employees with specific guidance concerning personal security investments and the responsibilities associated with that activity. All of our employees are subject to the following restrictions:

- They may not trade while in possession of material, non-public information.
- They must complete and keep current an annual Conflicts of Interest Questionnaire concerning any potential conflicts.
- They must adhere to restrictions regarding the receipt and giving of gifts and entertainment.

Some provisions of the Code, particularly with respect to personal trading, apply only to “Access Persons” (defined as officers or directors or persons who have access to nonpublic information regarding any client's purchase or sale of securities).

Specifically, the Code requires all Access Persons to:

- Report personal securities transactions in “Reportable Securities,” which would not include transactions involving direct obligations of the U.S. Government, shares of unaffiliated open end investment companies, commercial paper, certificates of deposit, high quality short term investments and interests in qualified state college tuition programs.
- File quarterly reports and certifications of their personal securities transactions of covered trading activity and annual reports of securities holdings and brokerage accounts with our compliance officer.
- Seek prior approval to acquire IPOs, private placements, or securities on the Pre- Clearance List.

Certain transactions in which McMorgan engages may require, for either business or legal reasons, that no employee trade in the subject securities for specified time periods or until the potential conflict of interest with respect to such securities no longer exists. McMorgan maintains a list of issuers whose securities may not be traded in on behalf of clients or in the personal accounts of Access Persons (the “Restricted List”) that lists (i) issuers of public securities with respect to which McMorgan or any of its Access Persons have Material Non- Public Information, (ii) issuers with which McMorgan or an affiliate has entered into a confidentiality agreement, and (iii) such other issuers as that the Chief Compliance Officer (or his designee), in their discretion, deem to present similar conflicts of interest. No employee may engage in any sort of trading activity with respect to a security or a derivative thereof on the Restricted List without obtaining prior approval from the Chief Compliance Officer.

McMorgan performs limited securities trading and limited direct investment management functions. Individual investment decisions to purchase or sell equity or fixed income securities within separate account products are often delegated to Sub-Advisers through sub-advisory agreements. With regard to securities transactions placed in our clients’ separate accounts



managed by Sub-Advisers, McMorgan does not have access to investment recommendations before the transactions are placed and generally does not receive trading information from Sub-Advisers until the next business day after the transaction is placed.

A copy of the Code may be obtained by sending a written request to:

McMorgan & Company LLC  
Attention: Chief Compliance Officer  
33 New Montgomery Street, Suite 2000,  
San Francisco, CA 94105

## **Item 12. Brokerage Practices**

### **Selection and Compensation of Broker-Dealers**

McMorgan has delegated the brokerage selection for fixed income separate accounts managed by its Sub-Advisers to its Sub-Advisers. McMorgan performs periodic oversight of this function. Sub-Adviser policies regarding investment and brokerage selection are set forth in the Form ADV Part 2A of each Sub-Adviser, which will be made available upon request.

The Sub-Advisers and any third party managers of private investment funds hired by McMorgan have discretionary authority to execute transactions on behalf of clients consistent with best execution.

The McMorgan Equity Team seeks best price and execution when selecting brokers for their clients unless otherwise directed by the Client. The Team reviews execution capabilities including, but not limited to, procedures for obtaining price improvement, reputation and ethics, access to the markets, and other such items. The Team generally prefers to use the client's chosen custodian for that client's trades if it can receive best execution from such custodian.

### **Soft Dollar Arrangements**

McMorgan has delegated the trading and brokerage execution for fixed income separate accounts managed by its Sub-Advisers to its Sub-Advisers. McMorgan performs periodic oversight of the use of soft dollar arrangements. The brokerage commissions that are used to acquire research in these types of arrangements are known as "soft dollars."

An inherent conflict of interest exists because the Sub-Advisers could use their own resources to purchase these services. Thus, Sub-Advisers have an incentive to disregard their best execution obligation when directing transactions and an incentive to generate more trades to earn soft dollar credits for services. McMorgan does not enter into any soft dollar arrangements directly.

The Sub-Advisers have adopted policies pertaining to the use of soft-dollar arrangements which are described in each Sub-Adviser's Form ADV Part 2A, which will be made available upon request.

The McMorgan Equity Team does not enter into soft dollar arrangements.

### **Brokerage for Client Referrals**

In selecting or recommending broker-dealers for Sub-Advised accounts, McMorgan's Sub-Advisers are prohibited from considering a broker-dealer's referral of clients to them. They also are not permitted to consider its sale of shares of the Mainstay Funds or of any private funds that any of their affiliates advise in selecting broker-dealers. While Sub-Advisers may direct brokerage to broker-dealers that have consulting divisions that might refer clients or investors, there is no agreement to do so.

The McMorgan Equity Team does not consider broker-dealer referrals of clients to them, nor do they consider the sale of any products that any of their affiliates advise in selecting broker-dealers. While the Team may direct brokerage to broker-dealers that have consulting divisions that might refer clients or investors, there is no agreement to do so.

### **Directed Brokerage**

McMorgan has delegated primary responsibility for all trading functions for fixed income separate accounts managed by its Sub-Advisers to its Sub-Advisers. McMorgan performs periodic oversight of these delegated functions. Based on written client communications, Sub-Advisers may accept directed brokerage arrangements. Clients who direct brokerage may pay higher commissions than those who do not since this limits the ability of Sub-Advisers to negotiate commissions for the clients. There may be a recapture component to the directed brokerage arrangement benefiting the client. Sub-Advisers have adopted policies pertaining to the use of directed brokerage which are described in their respective Form ADV Part 2A and will be made available upon client request.

The McMorgan Equity Team may accept directed brokerage arrangements. Clients who direct brokerage may pay higher commissions than those who do not since this limits the ability of the Team to negotiate commissions for the clients.

### **Aggregation and Allocation of Orders**

McMorgan has delegated primary responsibility for all trading functions for fixed income separate accounts to its Sub-Advisers. McMorgan performs periodic oversight of this delegated function. The Sub-Advisers have adopted policies pertaining to the aggregation and allocation of orders which are further described in their Form ADV Part 2A and will be made available upon client request.

The McMorgan Equity Team may execute block trades in which case trades will be allocated in accordance with McMorgan's trade allocation policy which ensures that no client is favored over another.

## **Item 13. Review of Accounts**

### **Monitoring**

McMorgan equity and fixed income separate accounts are monitored continuously in an effort to make sure that client objectives are being achieved. Each portfolio management team is responsible for portfolio strategy and composition and managing client accounts in compliance with client investment guidelines and restrictions. Reviews may include (depending on the asset class) reviews of sectors, securities, trade levels, durations and yield exposures.

Formal regular and informal ad hoc meetings are typically held to discuss portfolio positions, strategies, trends and relative value. Where possible, portfolio attributions versus the benchmarks are calculated monthly to determine how investment decisions and associated risks have performed. Quarterly portfolio reviews are also conducted which typically include a review of portfolio holdings, characteristics, strategies and account performance versus portfolio benchmarks.

In order to prevent guideline breaches, client guidelines that can be systematically monitored are entered into front-end trade order management and compliance monitoring systems on a pre-trade basis. Overnight compliance may be run on Sub-Advised client accounts daily. Dedicated compliance staff review and investigate any alerts or breaches identified by the system and report material items.

### **Periodic Reviews**

McMorgan's Chief Investment Officer conducts regular periodic reviews of portfolio performance results, trading activity and each Sub-Adviser's ongoing account review. The oversight process includes examination of compliance controls, review of internal and external audit results, operational infrastructure and changes in key personnel. McMorgan also provides allocation services between mutual funds in accordance with client investment guidelines. McMorgan conducts periodic reviews of these allocations.

The Equity Team manages accounts in accordance with the Client's Investment Management Agreement. McMorgan Compliance conducts periodic reviews of these accounts.

Real estate portfolios are managed in accordance with separate account guidelines and applicable offering documents. McMorgan's portfolio management personnel perform periodic reviews of these parameters.

### **Triggering Factors**

In addition to periodic reviews, McMorgan may perform reviews of separately managed accounts as it deems appropriate or as otherwise required. Additional reviews may be undertaken for reasons including changes in market conditions, changes in security positions or changes in a client's investment objective or policies.

### **Client Reporting**

The content and frequency of client reports vary by client. Reporting requirements are typically part of the contract negotiations and are generally memorialized in the signed investment management agreement or client investment policy statement. Client reports typically include portfolio market values, certain transaction and performance information, holdings and information covering portfolio or economic outlook. Customized reporting is typically provided as frequently as requested by clients.

Each Limited Partner in the Infrastructure Funds will be furnished with: (i) annual audited financial statements of the relevant Infrastructure Fund; (ii) quarterly unaudited financial statements of the relevant Infrastructure Fund; and (iii) quarterly descriptive investment information for each of the relevant Infrastructure Fund's portfolio investments.

The Infrastructure Funds may hold an annual meeting of Limited Partners to review and discuss the Infrastructure Fund's investment activities.

Each Limited Partner in the MNCVAD II will be furnished with: (i) annual audited financial statements; (ii) quarterly descriptive investment information for MNCVAD Fund II portfolio investments.

Each Limited Partner in the McMorgan Opportunity Fund will be furnished with: (i) annual audited financial statements; (ii) quarterly descriptive investment information for the McMorgan Opportunity Fund portfolio investments.

Each Limited Partner in the McMorgan Vickers Fund will be furnished with: (i) annual audited financial statements; (ii) quarterly descriptive investment information for the McMorgan Vickers Fund portfolio investments.

MNCVAD II, McMorgan Opportunity Fund or McMorgan Vickers Fund will not hold annual meetings for its Limited Partners.

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

As described in Item 10, McMorgan has entered into written agreements with unaffiliated investment advisers, pursuant to which McMorgan serves as a promoter and is compensated for referring clients to the third party advisers. All written agreements between McMorgan and investment advisers for referral arrangements will be maintained in accordance with the requirements of Rule 206(4)-1 of the Advisers Act. While the specific terms of each agreement may differ, the compensation generally takes the form of the investment adviser sharing with McMorgan a portion of the advisory fee the investment adviser charges you for providing investment management services. These referral arrangements create a conflict of interest as they provide McMorgan with an economic incentive to endorse and/or recommend the advisory services of third party advisers for which a compensation arrangement exists. Additionally, those investment advisers that pay higher referral fees over those that pay lower referral fees, creates

an additional incentive to encourage referrals. The conflicts presented by these practices are disclosed at the time of the recommendation or referral.

McMorgan or its affiliates compensate certain placement agents, solicitors, or other third parties for referring prospective investors or clients to McMorgan. Pursuant to agreements with such placement agents or solicitors, McMorgan (or its affiliates, in certain cases) pays the placement agent or solicitor fees based upon a percentage of the amount invested by such investors or a portion of the advisory fees paid by clients referred by the third party placement agent or solicitor. All required disclosures related to such referral activities are provided at the time the referral is made. Such referral activities will be conducted in a manner that is consistent with Rule 206(4)-3 under the Advisers Act and relevant SEC guidance, including No-Action Letters.

McMorgan has also entered into client and investor services agreements with unaffiliated investment advisers under which the investment adviser pays McMorgan a percentage or portion of the compensation that it receives from certain of its Taft-Hartley advisory clients and/or Taft-Hartley investors in private investment funds managed by the investment adviser, in exchange for McMorgan providing client relations services to these clients/investors. The compensation that the adviser pays to McMorgan does not increase the fees or costs payable by the investment adviser's client or investor. McMorgan does not exercise investment discretion or otherwise provide investment advice to the Taft-Hartley client or investor about retaining the investment adviser or investing in the private investment fund. For further details regarding fees and compensation, see Item 5.

McMorgan Capital Advisors has also entered into arrangements with certain investment advisers pursuant to which certain McMorgan employees, in their capacity as registered representatives of a broker-dealer, may solicit investors for private investment funds managed by affiliated or unaffiliated investment advisers in exchange for a percentage or portion of the compensation received by the investment adviser from the investment in the private investment fund by the investor referred by the McMorgan employee. All required disclosures related to such activities are provided at the time the referral is made.

## **Item 15. Custody**

McMorgan does not generally maintain custody of client funds or securities for client accounts invested in equity, fixed income or mutual fund allocation strategies. All client accounts are maintained at qualified custodians, such as banks or broker-dealers that are chosen by the client. Clients receive account statements directly from their custodians and should carefully review those statements. In addition, as requested, clients may also receive periodic investment reports from McMorgan. Clients are encouraged to carefully review any investment reports received from McMorgan and compare them to the account statements received from the custodian to identify any discrepancies.

With regard to real estate separate accounts, McMorgan may be deemed to have custody of the client funds and real estate assets. When McMorgan is deemed to have custody of a client's account, McMorgan complies with Rule 206(4)-2 under the Advisers Act, including the

engagement of an independent public accountant registered with, and subject to regular inspection by the Public Company Accounting Oversight Board (“PCAOB”) to perform a surprise verification on an annual basis. These rules are designed to limit the risk that client assets would be misappropriated.

McMorgan is deemed to have custody of the assets owned by the Infrastructure Funds, McMorgan Opportunity Fund and the McMorgan Vickers Fund because an affiliate of McMorgan serves as the general partner to these fund structures. To ensure compliance with Rule 206(4)-2 under the Advisers Act, McMorgan will ensure that each Infrastructure Fund, McMorgan Opportunity Fund, McMorgan Vickers Fund are each subject to annual audits by an independent public accountant registered with, and subject to regular inspection by the PCAOB, and that the Infrastructure Funds, McMorgan Opportunity Fund and the McMorgan Vickers Fund’s audited financial statements are distributed to Investors within 120 days of the end of the relevant fiscal year.

## **Item 16. Investment Discretion**

McMorgan generally has investment discretion to manage securities and real estate assets on behalf of client accounts. With respect to equity and fixed income separate accounts, McMorgan has discretion over the selection, appointment, monitoring, and removal of Sub-Advisers. Sub-Advisers appointed by McMorgan on behalf of clients are responsible for making the day-to-day investment decisions consistent with the investment guidelines and restrictions applicable to each client. McMorgan generally does not have the duty to determine or approve specific investments made by the Sub-Advisers other than monitoring their activities for consistency with the general investment objectives and guidelines. The Sub-Advisers are responsible for compliance with all applicable laws, rules and regulations pertaining to their investment activities.

Clients may impose restrictions on this discretion by, among other things, prohibiting the purchase of specific securities, or prohibiting the purchase of securities within a specific industry or type of real estate asset. Clients may also restrict the use of certain broker-dealers to execute trades, or may restrict the amount of securities that can be bought or sold within the account. Client imposed restrictions are detailed in the client’s investment advisory agreement or in the client investment guidelines or investment policy statement. Prior to opening a new client account, we obtain all necessary information to ensure that the account is properly established on our client management and portfolio accounting systems.

## **Item 17. Voting Client Securities**

McMorgan will vote the proxies of its clients, where proxy voting authority has been delegated to McMorgan, solely in the interest of our clients and for the exclusive purpose of providing benefits to them.

McMorgan’s policy is to vote proxies for MAP accounts and equity accounts managed in-house. Notwithstanding the language in McMorgan’s standard Investment Advisory Agreement, McMorgan’s Investment Team is required to inform the Legal & Compliance department when

proxy materials are received with respect to any holdings and of its decision with regard to any action they take with respect to the voting of such proxies. McMorgan's policy is to vote proxies, if any, in a manner consistent with what McMorgan deems to be the enhancement of stockholders' rights and the maximization of the economic value of the stock to which proxies relate. Where Taft-Hartley clients have delegated proxy voting authority to McMorgan, proxies will be voted in accordance with the AFL-CIO Proxy Voting Policy and comply with the fiduciary standards delineated by the U.S. Department of Labor.

It is anticipated that it will be extremely rare that McMorgan will receive proxies with respect to securities held on behalf of the Infrastructure Funds. However, there are situations where private companies could have proxy issues (e.g. a private company needs approval of investors to make changes to board of directors, auditors, etc.). In such situations, McMorgan has delegated primary responsibility for the voting of such proxies to OMERS. McMorgan exercises oversight responsibility over the OMERS proxy voting process.

Clients wishing to obtain either a copy of McMorgan's proxy voting policies and procedures or information as to how proxies were voted for securities held in their account, should send a written request to:

McMorgan & Company LLC  
Attn: Chief Compliance Officer  
33 New Montgomery Street, Suite 2000,  
San Francisco, CA 94105

## **Item 18. Financial Information**

McMorgan does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore is not required to file a balance sheet for its most recent fiscal year.